

September 25, 2018

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

Dear Sir/ Madam,

**Sub: Voting Results as per Regulation 44 of SEBI (LODR), Regulations, 2015 for the 12<sup>th</sup> Annual General Meeting of the Company**

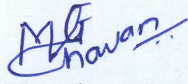
Dear Sir/ Madam,

Further, to our letter dated September 24, 2018, regarding the proceedings of the 12<sup>th</sup> Annual General Meeting held yesterday i.e September 24, 2018, of the Equity Shareholders of the Company at 9.30 a.m. at the Ravindra Natya Mandir, P L Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025, we enclose herewith the voting results as per Regulation 44 of SEBI (LODR), Regulations, 2015.

Based on the report dated September 25, 2018 submitted by M/s. Manish Ghia & Associates (CP No. 3531), Practicing Company Secretary, all the resolutions included in the Notice of the Annual General Meeting were approved by the Shareholders of the Company with requisite majority.

Copy of the Scrutinizers' report along with requisite particulars of voting results as per Regulation 44(3) of the Listing Regulations certified by M/s Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company is enclosed herewith for your information and record.

Thanking You.

Yours Sincerely,  
For **MT Educare Limited**  
**Mandar Chavan**  
**Company Secretary**

Encl. As above

**Details of Voting Results at 12<sup>th</sup> Annual General Meeting held on September 24, 2018**

**(Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)**

**A. Details of Attendance at Annual General Meeting:**

Particulars	Details
Date of AGM	September 24, 2018
Total Number of Equity Shareholders as on cut-off date (September 17, 2018)	14,640
<b>No. of Equity Shareholders present in the meeting either in person or through proxy</b>	
a) Promoters & Promoter Group	2
b) Public	69
<b>No. of Equity Shareholders attended the meeting through video conferencing</b>	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

**B. Details of E-Voting and Poll for all items proposed at Annual General Meeting:**

**Ordinary Business:**

**Item No. 1- Ordinary Resolution**

Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2018 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.

**Item No. 2- Ordinary Resolution**

Appointment of a director in place of Mr. Mahesh Shetty, who retires by rotation and being eligible, offers himself for reappointment.

**Item No. 3- Ordinary Resolution**

Ratify re-appointment of M/s. MSKA & Associates (formerly known as M/s. MZSK & Associates), Chartered Accountants, as Auditors to hold office till conclusion of next AGM.

**Special Business:**

**Item No. 4 - Ordinary Resolution**

Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2018-19.



**Item No. 5 - Special Resolution**

Amendment of Articles of Association of the Company.

**Item No. 6 - Ordinary Resolution**

Appointment of Mr. Himanshu Mody as Non-Executive Director of the Company.

**Item No. 7 - Ordinary Resolution**

Appointment of Mr. Ajey Kumar as a Director of the Company.

**Item No. 8 - Special Resolution**

Appointment of Mr. Ajey Kumar as an Executive Director of the Company.

**Item No. 9 - Ordinary Resolution**

Appointment of Dr. Manish Agarwal as an Independent Director of the Company.

**Item No. 10 - Ordinary Resolution**

Appointment of Dr. Sangeeta Pandit as an Independent Director of the Company.

**Item No. 11 - Ordinary Resolution**

Appointment of Mr. Debshankar Mukhopadhyay as a Director of the Company.

**Item No. 12 - Special Resolution**

Appointment of Mr. Debshankar Mukhopadhyay as an Executive Director of the Company.

**Item No. 13 - Special Resolution**

Appointment / Re-designation of Mr. Mahesh Shetty as whole-time Director of the Company.

**For MT Educare Limited**



**Mandar Chavan  
Company Secretary**



Date: September 25, 2018  
Place: Mumbai

## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rules framed thereunder]

To  
Chairman,  
MT Educare Limited,  
220, Flying Colors, 2<sup>nd</sup> Floor,  
Pandit Din Dayal Upadhyay Marg,  
L.B.S. Cross Road, Mulund (West),  
Mumbai - 400080

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting and voting through poll papers at the 12<sup>th</sup> Annual General Meeting (AGM) of the members of MT Educare Limited (the Company) held on Monday, 24<sup>th</sup> September, 2018.**

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended;
  - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
  - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those members, who have not cast their votes through e-voting platform.

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 13 as set out in the Notice of 12<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 09<sup>th</sup> August, 2018.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting on the resolutions as set out in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL"), the agency engaged by the Company to provide remote e-voting facility and poll conducted at the AGM in a fair and transparent manner.
3. As per the confirmation received from the Company, the Notice of the 12<sup>th</sup> AGM dated 09<sup>th</sup> August, 2018 along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 was dispatched through permitted modes to all the shareholders on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent 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, 24<sup>th</sup> August, 2018.
4. As per the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about providing E-voting facility in Newspaper named "Daily News and Analysis [DNA]" (English Newspaper) and "Navshakti" (Marathi Newspaper) on Sunday, 02<sup>nd</sup> September, 2018.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 21<sup>st</sup> September, 2018 (9.00 a.m.) till Sunday, 23<sup>rd</sup> September, 2018 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 17<sup>th</sup> September, 2018.
7. As required under the said rules, after the closure of voting at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Bhavya Gala and CS Khyati Shah, representatives of the Scrutinizer who are not in employment with the Company.

Summary of the e-voting and poll at the AGM is as follows:



A. ORDINARY BUSINESS

Resolution No.1- Ordinary Resolution

Particulars		To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.						
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	398	0.00	350	48	87.94	12.06
	Poll		2240247	18.93	2240237	10	100.00	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240645</b>	<b>18.93</b>	<b>2240587</b>	<b>58</b>	<b>100.00</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978621</b>	<b>86.34</b>	<b>61978563</b>	<b>58</b>	<b>100.00</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 2-Ordinary Resolution

Particulars								
To appoint a Director in place of Mr. Mahesh Shetty (DIN: 1526975), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.								
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	59737976	**42701173	71.48	42701173	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	59737976	42701173	71.48	42701173	0	100.00	0.00
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	211682	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240237	10	100.00*	0.00*
	Total (C)	11835326	2240600	18.93	2240587	13	100.00*	0.00*
Total (A+B+C)		71784984	44941773	62.61	44941760	13	100.00*	0.00*

Result: To be considered as passed with requisite majority.

\* The percentage of votes is negligible

\*\* Being interested in the above item, Mr. Mahesh Shetty has not casted vote for himself.



Resolution No. 3-Ordinary Resolution

Particulars	To ratify the appointment of M/s. MSKA & Associates, (formerly known as M/s. MZSK & Associates) Chartered Accountants, Mumbai, having Firm Registration No. 105047W, as approved by the members at 10 <sup>th</sup> Annual General Meeting ('AGM') as Statutory Auditors of the Company to hold office from the conclusion of 10 <sup>th</sup> AGM until the conclusion of the 15 <sup>th</sup> AGM and to fix the remuneration for the remainder of their term.							
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	398	0.00	350	48	87.94	12.06
	Poll		2240247	18.93	2240237	10	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240645</b>	<b>18.93</b>	<b>2240587</b>	<b>58</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978621</b>	<b>86.34</b>	<b>61978563</b>	<b>58</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible





B. SPECIAL BUSINESS:

Resolution No. 4- Ordinary Resolution

Particulars								
To ratify and confirm remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (FRN: 00240) for the financial Year ending March 31, 2019.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240237	10	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240587</b>	<b>13</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978576</b>	<b>86.34</b>	<b>61978563</b>	<b>13</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 5-Special Resolution

Particulars		To amend Articles of Association.						
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	59737976	59737976	100.00	59737976	0	100.00	0.00
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	211682	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	11835326	373	0.00	325	48	87.13	12.87
	Poll		2240247	18.93	2240237	10	100.00*	0.00*
	<b>Total (C)</b>	11835326	2240620	18.93	2240562	58	100.00*	0.00*
<b>Total (A+B+C)</b>		71784984	61978596	86.34	61978538	58	100.00*	0.00*
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 6- Ordinary Resolution

Particulars								
To appoint Mr. Himanshu Mody (DIN: 00686830) as Non-Executive Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240577</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978576</b>	<b>86.34</b>	<b>61978553</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 7- Ordinary Resolution

Particulars		To appoint Mr. Ajey Kumar (DIN: 02278096) as a Director of the Company.						
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	59737976	59737976	100.00	59737976	0	100.00	0.00
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	211682	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	11835326	2240600	18.93	2240577	23	100.00*	0.00*
<b>Total (A+B+C)</b>		71784984	61978576	86.34	61978553	23	100.00*	0.00*
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 8- Special Resolution

Particulars								
To appoint Mr. Ajey Kumar (DIN: 02278096) as an Executive Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240577</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978576</b>	<b>86.34</b>	<b>61978553</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 9- Ordinary Resolution

Particulars								
To appoint Dr. Manish Agarwal (DIN: 02069969) as an Independent Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	59737976	59737976	100.00	59737976	0	100.00	0.00
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	211682	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	11835326	2240600	18.93	2240577	23	100.00*	0.00*
<b>Total (A+B+C)</b>		71784984	61978576	86.34	61978553	23	100.00*	0.00*
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 10- Ordinary Resolution

Particulars								
To appoint Dr. Sangeeta Pandit (DIN: 06748608) as an Independent Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240577</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978576</b>	<b>86.34</b>	<b>61978553</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 11- Ordinary Resolution

Particulars								
To appoint Mr. Debshankar Mukhopadhyay (DIN: 08194567) as a Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>59737976</b>	<b>100.00</b>	<b>59737976</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240577</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>61978576</b>	<b>86.34</b>	<b>61978553</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible





Resolution No. 12- Special Resolution

Particulars								
To appoint Mr. Debshankar Mukhopadhyay (DIN: 08194567) as an Executive Director of the Company.								
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	59737976	59737976	100.00	59737976	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	59737976	59737976	100.00	59737976	0	100.00	0.00
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	211682	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	11835326	2240600	18.93	2240577	23	100.00*	0.00*
<b>Total (A+B+C)</b>		71784984	61978576	86.34	61978553	23	100.00*	0.00*
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible



Resolution No. 13- Special Resolution

Particulars		To appoint/ re-designate Mr. Mahesh Shetty (DIN: 01526975) as whole-time Director of the Company.						
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	59737976	**42701173	71.48	42701173	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>59737976</b>	<b>42701173</b>	<b>71.48</b>	<b>42701173</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	211682	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>211682</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	11835326	353	0.00	350	3	99.15	0.85
	Poll		2240247	18.93	2240227	20	100.00*	0.00*
	<b>Total (C)</b>	<b>11835326</b>	<b>2240600</b>	<b>18.93</b>	<b>2240577</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>		<b>71784984</b>	<b>44941773</b>	<b>62.61</b>	<b>44941750</b>	<b>23</b>	<b>100.00*</b>	<b>0.00*</b>
<b>Result: To be considered as passed with requisite majority.</b>								

\* The percentage of votes is negligible

\*\* Being interested in the above item, Mr. Mahesh Shetty has not casted vote for himself.



I further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Registers, all other papers and relevant records relating to E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates  
Company Secretaries



A handwritten signature in blue ink, appearing to read "M. Ghia".

CS Manish L. Ghia  
Partner

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

Place: Mumbai

Date: 25<sup>th</sup> September, 2018

Countersigned and received the report:

A handwritten signature in blue ink, appearing to read "M. T. Chavan".

Chairman / Authorised Signatory  
MT Educare Limited

Place: Mumbai

Date: 25<sup>th</sup> September, 2018