

NILESH G. SHAH

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

Company Secretaries

Ref. No. 2nd November, 2012

To
The Chairman of the Board of Directors
MT Educare Limited
220, 2nd Floor, "FLYING COLORS",
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai 400080

Ref: Scrutinizer's Report on Postal Ballot

At the meeting of the Board of Directors of MT Educare Limited (the Company) held on 14th September, 2012, I, Nilesh G. Shah, Practicing Company Secretary (Prop. Nilesh Shah), was appointed as a Scrutinizer for conducting postal ballot voting process in respect of the resolutions set out in the notice dated 14th September, 2012 along with Explanatory Statement and Postal Ballot Form (PBF) issued to the members of the Company, in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

In this connection, I submit herewith my report as under:

1. All Postal Ballot Forms received up to 19.00 hours of 1st November, 2012, being the last date fixed by the Company for receipt of the Postal Ballot Forms are considered for the purpose of this report.
2. The Postal Ballot Forms were kept in my safe custody.
3. Particulars of all the Postal Ballot Forms received from the members / beneficial owners have been entered in a register separately maintained for the purpose.
4. The Postal Ballot Forms were scrutinized and the signatures and shareholdings were verified with Register of Members of the Company / list of beneficiaries as on the date of the dispatch of the notice.
5. A summary of the Postal Ballot Forms is as under:



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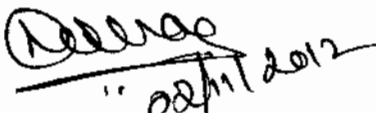
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Sr. No.	Particulars of Voting	Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956 for Sell/Transfer of 'Global Champs' business as a 'going concern'	
		No. of PBF	No. of Shares
a.	Postal Ballot Forms received	88	1,82,16,765
b.	Less: Invalid Postal Ballot Forms	05	22,492
c.	Net Valid Postal Ballot Forms of which:	83	1,81,94,273
i.)	Postal Ballot Forms with assent for the Resolution	76	1,81,90,519
	% of Assent	91.57	99.98
ii.)	Postal Ballot Forms with dissent for the Resolution	07	3,754
	% of Dissent	8.43	0.02

Recommendation: The resolution should be considered as passed, having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,


Nilesh G. Shah
Company Secretary in Practice
C. P. 2631
(Scrutinizer)

