

Ref: MTEL/AP/2016/665

10th August, 2016

The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 534312	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Scrip Code: MTEDUCARE
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**Sub: Extra Ordinary General Meeting held on 10th 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 10th 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 30th 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 10th 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 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
	Total		17036803	100.0000	17036803	0	100.0000	0.0000
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
	Total		3230473	38.9682	3230473	0	100.0000	0.0000
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
	Total		3362135	23.1968	3303229	58906	98.2480	1.7520
Total		39820784	23629411	59.3394	23570505	58906	99.7507	0.2493



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, 2nd 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, 10th 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 30th 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 30th 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, 16th 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, 8th 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, 17th July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Sunday, 7th August, 2016 (9.00 a.m.) till Tuesday, 9th 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, 3rd 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
Total	91	85	2,36,29,566	2,36,29,411	2,35,70,505 (99.75%)	58,906 (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: 10th 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

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

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