



JAI PRAKASH R SINGH & ASSOCIATES

Company Secretaries

114, Birya House, Perin Nariman Street, Fort, Mumbai 400001

Tel: 40025231/40 Cellno.9892741823

Email: jpscs2007@gmail.com ; jpsingh_mumbai@yahoo.co.in

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) xi of Companies (Management and Administration) Rule 2014]

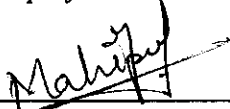
To,
The Chairman,
CORE EDUCATION & TECHNOLOGIES LIMITED
UNIT NO. 1-4, BUILDING NO.4, SECTOR III,
MILLENNIUM BUSINESS PARK, MAHAPE,
NAVI MUMBAI
MAHARASHTRA-400710
INDIA

29th Annual General Meeting of the Equity Shareholders of CORE EDUCATION & TECHNOLOGIES LIMITED, to be held on Tuesday, 30th September, 2014 at 10:30 a.m. at HOTEL RAMADA, 156, MILLENNIUM BUSINESS PARK, MIDC, SECTOR 2, MAHAPE, NAVI MUMBAI- 400 710.

Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice, have been appointed by Board of Directors CORE EDUCATION & TECHNOLOGIES LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to 29th Annual General Meeting (AGM) of the members of the Company to be held on Tuesday, 30th September, 2014 at 10:30 a.m. at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai -400 710.
2. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to voting through electronic means on the resolutions contained in the Notice to 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facility engaged by the Company.
3. Further to the above, I submit my report as under:
 - (i) The e-voting period remained open from Tuesday, 23rd September, 2014 (10.00 a.m.) to Thursday, 25th September, 2014 (6.00 p.m.)
 - (ii) The Members of the Company as on the "cut off" date, i.e. 19th September, 2014 were entitled to vote on the resolutions (Resolution no.1 to 9 as set out in the Notice of 29th AGM of the Company).

- (iii) The votes cast were unlocked on 26th September, 2014 in presence of 2 witnesses Mr. Mahipal Singh and Mr. Manoj Kotian who are not in the employment of the Company.


Mahipal Singh


Manoj Kotian

- (iv) Thereafter, the details containing *interalia* list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote, were generated from the e-voting result of CDSL website i.e www.evotingindia.com and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
31	1402875	11.11

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	215	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. Naresh Sharma (holding DIN 00195404), who retires by rotation and being eligible, offers himself for reappointment..

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
27	142729	1.13

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	1260361	9.9

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3:-

Ordinary Resolution to appoint M/s. Sushil Budhia Associates, Chartered Accountants (Registration No. 113995W) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and fixing their remuneration.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
31	1402875	11.11

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	215	0.002

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4:-

Ordinary Resolution to appoint Mr. Harihar Iyer (holding DIN 01677026), Director of the Company, as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
25	130225	1.03

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
8	1272865	10.08

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5:-

Ordinary Resolution to appoint Mr. Sunder Shyam Dua (holding DIN 01231998), Director of the Company, as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
29	1402784	11.11

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	306	0.002

(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Total Number Of Votes Cast By Them
0	0

Item No.6:-

Special Resolution to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 3,000 Crores (Rupees Three thousand crores only) exclusive of interest, and to execute such deeds of debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings and containing such conditions and covenants as the Directors may think fit.

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
29	1390371	11.01

(ii) Voted **against** Of the Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
4	12719	0.10

(iii) Invalid votes

Total number of members whose Votes were declared invalid	Number Of Votes Cast By Them
0	0

Item No.7:-

Special Resolution: - A. To mortgage and/or charge pari passu or otherwise with the subsisting charges, on such terms and conditions, at such time or times; and in such forms and manner and with such ranking as to priority as company may think fit, all or some or any immovable and/or movable properties of the Company, wherever situate, present and future and/or the whole or substantially the whole of the Company's any one or more undertaking or all the undertakings, including the present and/or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the Company as the case may be, in favour of the lender(s) including Debenture Trustee(s) for the holder(s) of the Debentures that may be issued whether privately placed/ to be placed with the financial institutions, banks, bodies corporate and others with powers to the lender(s)/Debenture Trustee(s) to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/to be decided by the Board of Directors of the Company, together with interest thereon, additional interest, cumulative interest, liquidated damages, remuneration of Debenture Trustee(s), if any, premium, if any on redemption/prepayment, costs, charges, expenses and all other moneys payable by the Company to the lender(s) or Debenture Trustee(s), and to the holder(s) of the debentures/bonds in terms of availment of loans or issue of the said debentures/bonds subject to the maximum amount of Rs. 3,000 Crores (Rupees Three Thousand crores only).

B. To finalize and execute the loans agreements, trust deed(s) and/or other deeds, documents and agreements and to do all such acts, deeds and things and to take all such further steps as may, in the opinion of the Board of Directors, be necessary or expedient..

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
28	1390281	11.00

(ii) Voted **against** Of the Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
5	12809	0.10

(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Number Of Votes Cast By Them
0	0

Item No.8:-

Special Resolution to sell the stake / investment, either in whole or in part of the company, in its wholly owned subsidiaries or step down subsidiaries incorporated within and outside India, at a price determined as per RBI guidelines, where applicable and subject to such approvals, if any as may be required from the RBI or other regulatory authorities, in one or more tranches to such persons as may be determined by the Board of Directors.

(i) Voted *In Favour* Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
31	1402875	11.11

(ii) Voted *against* Of the Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
2	215	0.002

(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Number Of Votes Cast By Them
0	0

Item No.9:-

Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted *In Favour* Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
30	1402874	11.11

(ii) Voted *against* Of the Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
3	216	0.002

(iii) Invalid Votes

Total number of members whose Votes were declared invalid	Number Of Votes Cast By Them
0	0

Thanking You,

Yours faithfully,

Jaiprakash R Singh
Practicing Company Secretaries

Membership No. F 7391

Place: Mumbai

Date: 27th September, 2014.





JAI PRAKASH R SINGH & ASSOCIATES

Company Secretaries

114, Birya House, Perin Nariman Street, Fort, Mumbai 400001

Tel: 40025231/40 Cellno.9892741823

Email: jpscs2007@gmail.com ; jpsingh_mumbai@yahoo.co.in

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20(3) xi and Rule 21(2) of Companies (Management and Administration) Rule 2014]

To,
The Chairman,
CORE EDUCATION & TECHNOLOGIES LIMITED
UNIT NO. 1-4, BUILDING NO.4, SECTOR III,
MILLENNIUM BUSINESS PARK, MAHAPE,
NAVI MUMBAI
MAHARASHTRA-400710
INDIA

29th Annual General Meeting of the Equity Shareholders of CORE EDUCATION & TECHNOLOGIES LIMITED, was held on Tuesday, 30th September, 2014 at 10:30 a.m. at HOTEL RAMADA, 156, MILLENNIUM BUSINESS PARK, MIDC, SECTOR 2, MAHAPE, NAVI MUMBAI- 400 710.

Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice, have been appointed by
 - a. Board of Directors CORE EDUCATION & TECHNOLOGIES LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to 29th Annual General Meeting (AGM) of the members of the Company held on Tuesday, 30th September, 2014 at 10:30 a.m. at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai -400 710.
 - b. The Chairman of the AGM on Poll under the provision of Section 109 of Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rule 2014 on the resolutions contained in the Notice to the 29th Annual General Meeting (AGM) of the members of the Company held on Tuesday, 30th September, 2014 at 10:30 a.m. at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai -400 710.

2. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to e-voting (through electronic means) and Poll on the resolutions contained in the Notice to 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process and for Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facility engaged by the Company and also at the time Poll at AGM.
3. I have submitted a separate scrutinizer report dated 27.09.2014 for e-voting on the resolutions contained in the Notice of 29th AGM.
4. As requested by the Management, I submit herewith my combined Report on the results of e - voting together with the results of poll at the AGM as under:

Number of Members who cast their votes through e-voting and poll.	Total Number of Shares held by them.
e-voting 33	1403090
Poll 26	24219344
Total	25622434

VOTING RESULTS (EVOTING AND POLL) AGAINST EACH OF THE RESOLUTIONS

Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

- (i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1402875	
Poll	24219344	
Total	25622219	99.999161%

- (ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	215	
Poll	0	
Total	215	0.0008%

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. Naresh Sharma (holding DIN 00195404), who retires by rotation and being eligible, offers himself for reappointment..

(i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	142729	
Poll	24219344	
Total	24362073	95.081025%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1260361	
Poll	0	
Total	1260361	4.9190%

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 3:-

Ordinary Resolution to appoint M/s. Sushil Budhia Associates, Chartered Accountants (Registration No. 113995W) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and fixing their remuneration.

(i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1402875	
Poll	24219344	
Total	25622219	99.999161%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	215	
Poll	0	
Total	215	0.0008%

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 4:-

Ordinary Resolution to appoint Mr. Harihar Iyer (holding DIN 01677026), Director of the Company, as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company.

(i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	130225	
Poll	24219344	
Total	24349569	95.032224%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1272865	
Poll	0	
Total	1272865	4.9678%

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No. 5:-

Ordinary Resolution to appoint Mr. Sunder Shyam Dua (holding DIN 01231998), Director of the Company, as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company.

(i) Voted **in favour** of the resolution

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1402784	
Poll	24219344	
Total	25622128	99.998806%

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	306	
Poll	0	
Total	306	0.0012%

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No.6:-

Special Resolution to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 3,000 Crores (Rupees Three thousand crores only) exclusive of interest, and to execute such deeds of debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings and containing such conditions and covenants as the Directors may think fit.

(i) Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1390371	
Poll	24219344	
Total	25609715	99.950360%

(ii) Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	12719	
Poll	0	
Total	12719	0.0496%

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No.7:-

Special Resolution: - A. To mortgage and/or charge pari passu or otherwise with the subsisting charges, on such terms and conditions, at such time or times; and in such forms and manner and with such ranking as to priority as company may think fit, all or some or any immovable and/or movable properties of the Company, wherever situate, present and future and/or the whole or substantially the whole of the Company's any one or more undertaking or all the undertakings, including the present and/or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the Company as the case may be, in favour of the lender(s) including Debenture Trustee(s) for the holder(s) of the Debentures that may be issued whether privately placed/ to be placed with the financial institutions, banks, bodies corporate and others with powers to the lender(s)/Debenture Trustee(s) to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/to be decided by the Board of Directors of the Company, together with interest thereon, additional interest, cumulative interest, liquidated damages, remuneration of Debenture Trustee(s), if any, premium, if any on redemption/prepayment, costs, charges, expenses and all other moneys payable by the Company to the lender(s) or Debenture Trustee(s), and to the holder(s) of the debentures/bonds in terms of availment of loans or issue of the said debentures/bonds subject to the maximum amount of Rs. 3,000 Crores (Rupees Three Thousand crores only).

B. To finalize and execute the loans agreements, trust deed(s) and/or other deeds, documents and agreements and to do all such acts, deeds and things and to take all such further steps as may, in the opinion of the Board of Directors, be necessary or expedient..

(i) Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1390281	
Poll	24219344	
Total	25609625	99.950009%

(ii) Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	12809	
Poll	0	
Total	12809	0.0500%

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No.8:-

Special Resolution to sell the stake / investment, either in whole or in part of the company, in its wholly owned subsidiaries or step down subsidiaries incorporated within and outside India, at a price determined as per RBI guidelines, where applicable and subject to such approvals, if any as may be required from the RBI or other regulatory authorities, in one or more tranches to such persons as may be determined by the Board of Directors.

(i) Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1402875	
Poll	24219344	
Total	25622219	99.999161%

(ii) Voted **against** Of the Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	215	
Poll	0	
Total	215	0.0008%

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Item No.9:-

Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	1402874	
Poll	24219344	
Total	25622218	99.999157%

(ii) Voted **against** Of the Resolution:

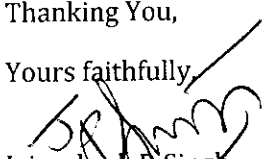
Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	216	
Poll	0	
Total	216	0.0008%

(iii) Invalid Votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0

Thanking You,

Yours faithfully,


Jaiprakash B Singh
Practicing Company Secretaries
Membership No. F 7391
Place: Mumbai
Date: 30th September, 2014.