

Ref: MTEL/DD/2017/062

7th 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: MTEDUCARE

Sub: 11th Annual General Meeting held on 6th September, 2017 – Result of e-voting & poll.

Dear Sir/ Madam,

We wish to inform you that the 11th Annual General Meeting (AGM) of the Company was duly held on 6th September, 2017 at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai 400 080 and concluded.

The meeting was well attended and had the requisite quorum.

The Chairman had ordered a Poll on all the Resolutions from item no.1 to 8 of the Notice of the AGM dated 11th May, 2017. All the resolutions were passed (including votes cast through remote e-voting) with requisite majority.

Please find enclosed herewith (i) detailed result of e-voting & poll of the 11th AGM held on 6th September, 2017 in the format as prescribed under Regulation 30 of SEBI (Listing Obligations & disclosures 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

11TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED

Date of AGM : 6th September, 2017

Total number of shareholders on record date: 19011

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 94

No. of shareholders attended the meeting through video conferencing : Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)		Ordinary Resolution for adoption of the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon						
Whether promoter/promoter group are interested in agenda / resolution?		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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00
Public- Institutions	E-Voting		1790986	42.98	1790986	0	100.00	0.00
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4166980	1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting		10779	0.06	5907	4872	54.80	45.20
	Poll Papers	18617001	3698762	19.87	3698762	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	18617001	3709541	19.93	3704669	4872	99.87	0.13
	Total	39820784	22537330	56.60	22532458	4872	99.98	0.02

R2

11TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED

Date of AGM : 6th September, 2017

Total number of shareholders on record date: 19011

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 94

No. of shareholders attended the meeting through video conferencing : Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)
Ordinary Resolution for appointment of Director in place of Mr. Naarayanan Iyer, (DIN: 00295246) who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/promoter group are interested in agenda / resolution?

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
Promoter and Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll Papers		17036803	100.00	17036803	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		17036803	100.00	17036803	0	100.00	0.00
Public- Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll Papers		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting	18617001	10779	0.06	5407	5372	50.16	49.84
	Poll Papers		3698762	19.87	3698762	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3709541	19.93	3704169	5372	99.86	0.14
Total		39820784	22537330	56.60	22531958	5372	99.98	0.02



11 TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED									
Date of AGM : 6 th September, 2017									
Total number of shareholders on record date: 19011									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group: 1									
Public: 94									
No. of shareholders attended the meeting through video conferencing : Not Applicable									
Promoters and Promoter Group:									
Public:									
Resolution required: (Ordinary/Special)				Ordinary Resolution for ratification of appointment of M/s. MZSK & Associates, Chartered Accountants, Mumbai (FRN: 105047W) as the Statutory Auditors of the Company to hold office from the conclusion of the 11th Annual General Meeting till the conclusion of 12th Annual General Meeting.					
Whether promoter/promoter group are interested in agenda / resolution?				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	
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00	
Public- Institutions	E-Voting		1790986	42.98	1790986	0	100.00	0.00	
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	4166980	1790986	42.98	1790986	0	100.00	0.00	
Public- Non Institutions	E-Voting		10779	0.06	5577	5202	51.74	48.26	
	Poll Papers	18617001	3698762	19.87	3698762	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	18617001	3709541	19.93	3704339	5202	99.86	0.14	
		Total	22537330	56.60	22532128	5202	99.98	0.02	



11TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED

Date of AGM : 6th September, 2017

Total number of shareholders on record date: 19011

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 94

No. of shareholders attended the meeting through video conferencing : Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)

Ordinary Resolution for approval of remuneration payable to the Cost Auditor.

Whether promoter/promoter group are interested in agenda / resolution?

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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00
Public- Institutions	E-Voting		1790986	42.98	1790986	0	100.00	0.00
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4166980	1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting		10779	0.06	5487	5292	50.90	49.10
	Poll Papers	18617001	3698762	19.87	3698762	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	18617001	3709541	19.93	3704249	5292	99.86	0.14
		Total	22537330	56.60	22532038	5292	99.98	0.02

11TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED

Date of AGM : 6th September, 2017

Total number of shareholders on record date: 19011

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 94

No. of shareholders attended the meeting through video conferencing : Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)		Special Resolution for re-appointment of Mr. Mahesh Shetty as Managing Director of the Company and determination of his remuneration.						
Whether promoter/promoter group are interested in agenda / resolution?		Yes, Mr. Mahesh Shetty, Promoter is interested in this resolution.						
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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00
Public- Institutions	E-Voting		1790986	42.98	1790986	0	100.00	0.00
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	4166980	1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting		10779	0.06	5477	5302	50.81	49.19
	Poll Papers	18617001	3698762	19.87	3698762	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	18617001	3709541	19.93	3704239	5302	99.86	0.14
Total		39820784	22537330	56.60	22532028	5302	99.98	0.02



11 TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED									
Date of AGM : 6 th September, 2017									
Total number of shareholders on record date: 19011									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group: 1									
Public: 94									
No. of shareholders attended the meeting through video conferencing : Not Applicable									
Promoters and Promoter Group:									
Public:									
Resolution required: (Ordinary/Special)									
Special Resolution for conversion of loan into equity share capital of the Company.									
Whether promoter/promoter group are interested in agenda/ resolution?									
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	
Promoter and Promoter Group	E-Voting		0	0.00		0	0.00	0.00	
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00		0	0.00	0.00	
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00	
Public- Institutions	E-Voting		1790986	42.98	789334	1001652	44.07	55.93	
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00		0	0.00	0.00	
	Total	4166980	1790986	42.98	789334	1001652	44.07	55.93	
Public- Non Institutions	E-Voting		10779	0.06	5904	4875	54.77	45.23	
	Poll Papers	18617001	3698762	19.87	3698462	300	99.99	0.01	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	18617001	3709541	19.93	3704366	5175	99.86	0.14	
		Total	39820784	56.60	21530503	1006827	95.53	4.47	

11 TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED									
Date of AGM : 6 th September, 2017									
Total number of shareholders on record date: 19011									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group: 1									
Public: 94									
No. of shareholders attended the meeting through video conferencing : Not Applicable									
Promoters and Promoter Group:									
Public:									
Resolution required: (Ordinary/Special)		Special Resolution for increasing the borrowing limits of the Company.							
Whether promoter/promoter group are interested in agenda / resolution?		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	
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll Papers	17036803	17036803	100.00	17036803	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	17036803	17036803	100.00	17036803	0	100.00	0.00	
Public- Institutions	E-Voting		1790986	42.98	1790986	0	100.00	0.00	
	Poll Papers	4166980	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	4166980	1790986	42.98	1790986	0	100.00	0.00	
Public- Non Institutions	E-Voting		10779	0.06	5387	5392	49.98	50.02	
	Poll Papers	18617001	3698762	19.87	3698462	300	99.99	0.01	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	18617001	3709541	19.93	3703849	5692	99.85	0.15	
Total		39820784	22537330	56.60	22531638	5692	99.97	0.03	

11 TH ANNUAL GENERAL MEETING OF MT EDUCARE LIMITED	
Date of AGM : 6 th September, 2017	
Total number of shareholders on record date: 19011	
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group: 1	
Public: 94	
No. of shareholders attended the meeting through video conferencing : Not Applicable	
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/Special)			Special Resolution to authorise the Board of Directors to create offer, issue and allot further securities of the Company.					
Whether promoter/promoter group are interested in agenda / resolution?			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
Promoter and Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll Papers		17036803	100.00	17036803	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		17036803	100.00	17036803	0	100.00	0.00
Public- Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll Papers		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting	18617001	10779	0.06	5387	5392	49.98	50.02
	Poll Papers		3698762	19.87	3698462	300	99.99	0.01
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3709541	19.93	3703849	5692	99.85	0.15
Total		39820784	22537330	56.60	22531638	5692	99.97	0.03

CONSOLIDATED REPORT OF THE SCRUTINIZER
*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]*

To
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 Resolutions passed through Remote E-Voting Process and voting by Poll at 11th Annual General Meeting (AGM) of Members of MT Educare Limited (the Company) held on Wednesday, 6th September, 2017.

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) Conducting Poll through polling/ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
- b) Scrutinizing the remote 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;
- c) Scrutinizing the votes cast through Polling/Ballot Paper (at the Annual General Meeting) for those shareholders, who do not access to e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 8 as set out in the Notice of 11th Annual General Meeting (AGM) of the members of the Company dated 11th May, 2017.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by polling/ballot papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote 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 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, and poll process conducted at the AGM in a fair and transparent manner.
3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 11th May, 2017 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses on Saturday, 12th August, 2017 and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Friday, 11th August, 2017.
 - b. The said Notice was dispatched 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, 4th August, 2017
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of AGM and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on Monday, 14th August, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Sunday, 3rd September, 2017 (9.00 a.m.) till Tuesday, 5th September, 2017 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 30th August, 2017.
7. As required under the said rules, after the closure of physical voting by Polling/Ballot Papers 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 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.

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

A. ORDINARY BUSINESS

Resolution No. 1

Particulars	Ordinary Resolution for adoption of the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31 st March, 2017, together with the Reports of the Board of Directors and Auditors thereon							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5907	4872	54.80	45.20
	Poll		3698762	19.87	3698762	0	100.00	0.00
	Total (C)		3709541	19.93	3704669	4872	99.87	0.13
TOTAL (A+B+C)		39820784	22537330	56.60	22532458	4872	99.98	0.02
Result: May be considered passed with requisite majority.								



Resolution No. 2

Particulars	Ordinary Resolution for appointment of Director in place of Mr. Naarayanan Iyer, (DIN: 00295246) who retires by rotation and being eligible, offers himself for re-appointment.							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public- Non Institutions	E-Voting	18617001	10779	0.06	5407	5372	50.16	49.84
	Poll		3698762	19.87	3698762	0	100.00	0.00
	Total (C)		3709541	19.93	3704169	5372	99.86	0.14
TOTAL (A+B+C)		39820784	22537330	56.60	22531958	5372	99.98	0.02
Result: May be considered passed with requisite majority.								



Resolution No. 3

Particulars	Ordinary Resolution for ratification of appointment of M/s. MZSK & Associates, Chartered Accountants, Mumbai (FRN: 105047W) as the Statutory Auditors of the Company to hold office from the conclusion of the 11 th Annual General Meeting till the conclusion of 12 th Annual General Meeting.							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5577	5202	51.74	48.26
	Poll		3698762	19.87	3698762	0	100.00	0.00
	Total (C)		3709541	19.93	3704339	5202	99.86	0.14
TOTAL (A+B+C)		39820784	22537330	56.60	22532128	5202	99.98	0.02
Result: May be considered passed with requisite majority.								



B. SPECIAL BUSINESS

Resolution No. 4

Ordinary Resolution for approval of remuneration payable to the Cost Auditor.								
Particulars								
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5487	5292	50.90	49.10
	Poll		3698762	19.87	3698762	0	100.00	0.00
	Total (C)		3709541	19.93	3704249	5292	99.86	0.14
TOTAL (A+B+C)		39820784	22537330	56.60	22532038	5292	99.98	0.02
Result: May be considered passed with requisite majority.								



Resolution No. 5

Particulars	Special Resolution for re-appointment of Mr. Mahesh Shetty as Managing Director of the Company and determination of his remuneration.							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5477	5302	50.81	49.19
	Poll		3698762	19.87	3698762	0	100.00	0.00
	Total (C)		3709541	19.93	3704239	5302	99.86	0.14
TOTAL (A+B+C)		39820784	22537330	56.60	22532028	5302	99.98	0.02
Result: May be considered passed with requisite majority.								



Resolution No. 6

Special Resolution for conversion of loan into equity share capital of the Company.								
Particulars								
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	789334	1001652	44.07	55.93
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	789334	1001652	44.07	55.93
Public-Non Institutions	E-Voting	18617001	10779	0.06	5904	4875	54.77	45.23
	Poll		3698762	19.87	3698462	300	99.99	0.01
	Total (C)		3709541	19.93	3704366	5175	99.86	0.14
TOTAL (A+B+C)		39820784	22537330	56.60	21530503	1006827	95.53	4.47
Result: May be considered passed with requisite majority.								



Resolution No. 7

Particulars	Special Resolution for increasing the borrowing limits of the Company.							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5387	5392	49.98	50.02
	Poll		3698762	19.87	3698462	300	99.99	0.01
	Total (C)		3709541	19.93	3703849	5692	99.85	0.15
TOTAL (A+B+C)		39820784	22537330	56.60	22531638	5692	99.97	0.03
Result: May be considered passed with requisite majority.								



Resolution No. 8

Particulars	Special Resolution to authorise the Board of Directors to create offer, issue and allot further securities of the Company.							
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
Promoter & Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Poll		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	100.00	17036803	0	100.00	0.00
Public-Institutions	E-Voting	4166980	1790986	42.98	1790986	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1790986	42.98	1790986	0	100.00	0.00
Public-Non Institutions	E-Voting	18617001	10779	0.06	5387	5392	49.98	50.02
	Poll		3698762	19.87	3698462	300	99.99	0.01
	Total (C)		3709541	19.93	3703849	5692	99.85	0.15
TOTAL (A+B+C)		39820784	22537330	56.60	22531638	5692	99.97	0.03
Result: May be considered passed with requisite majority.								



I further report that:

- a. I 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 Register/s and also the Poll Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote 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 Annual General Meeting 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



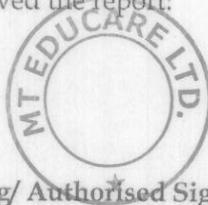
CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 7th September, 2017

Countersigned and received the report:



Chairman of the Meeting/ Authorised Signatory
MT Educare Limited

Place: Mumbai

Date: 7/09/17