

Ref: MTEL/AS/2018/016

12th March, 2018

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: Extra Ordinary General Meeting held on 12th March, 2018 – 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 12th March, 2018 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 6 of the Notice of the EGM dated 14th February, 2018. 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 EGM held on 12th March, 2018 in the format as prescribed under Regulation 44(3) 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
Mr. Mahesh Shetty
Managing Director

Encl: as above

MT Educare Limited - Extra Ordinary General Meeting

Date of EGM : 12th March, 2018

Total number of shareholders on record date: 17160

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

Promoters and Promoter Group: 1

Public: 116

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

Promoters and Promoter Group:

Public:

Resolution Required : (Ordinary)

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={([4]/[2])*100	% of Votes against on votes polled [7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	17036803	0	0.0000	0	0	0.0000	0.0000
	Poll		17036803	100.0000	17036803	0	100.0000	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	1791685	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2292050	60	99.9974	0.0026
	Poll		3379692	16.0997	3379682	10	99.9997	0.0003
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5671802	27.0185	5671732	70	99.9988	0.0012
Total		39820784	22708605	57.0270	22708535	70	99.9997	0.0003



MT EDUCARE LTD.



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Promoters and Promoter Group: 1

Public: 116

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

Promoters and Promoter Group:

Public:

Resolution Required : (Special)

PREFERENTIAL ALLOTMENT OF EQUITY SHARES

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={([5]/[2])}*100
Promoter and Promoter Group	E-Voting	17036803	0	0.0000	0	0	0.0000	0.0000
	Poll		17036803	100.0000	17036803	0	100.0000	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	1791685	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2292065	45	99.9980	0.0020
	Poll		3379692	16.0997	3379351	341	99.9899	0.0101
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5671802	27.0185	5671416	386	99.9932	0.0068
Total		39820784	22708605	57.0270	22708219	386	99.9983	0.0017



MT EDUCARE LTD.

MT EDUCARE



MT Educare Limited - Extra Ordinary General Meeting

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Promoters and Promoter Group: 1

Public: 116

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

Promoters and Promoter Group:

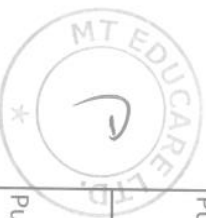
Public:

Resolution Required : (Special)

APPROVAL FOR MT EDUCARE LIMITED EMPLOYEE STOCK OPTION
SCHEME 2018

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17036803	0	0.0000	0	0	0.0000	0.0000
	Poll		17036803	100.0000	17036803	0	100.0000	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	1791685	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2291950	160	99.9930	0.0070
	Poll		3379692	16.0997	3379351	341	99.9899	0.0101
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5671802	27.0185	5671301	501	99.9912	0.0088
Total		39820784	22708605	57.0270	22708104	501	99.9978	0.0022



MT EDUCARE LTD.



MT Educare Limited - Extra Ordinary General Meeting

Date of EGM : 12th March, 2018

Total number of shareholders on record date: 17160

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

Promoters and Promoter Group: 1

Public: 116

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

Promoters and Promoter Group:

Public:

Resolution Required : (Special)

APPROVAL FOR EXTENDING BENEFITS OF MT EDUCARE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2018 TO THE EMPLOYEES OF SUBSIDIARY COMPANY / IES

Whether promoter/ promoter group are interested in the agenda/ 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	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutions	E-Voting	1791685	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2291940	170	99.9926	0.0074
	Poll		3379692	16.0997	3379651	41	99.9988	0.0012
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5671802	27.0185	5671591	211	99.9963	0.0037
Total		39820784	22708605	57.0270	22708394	211	99.9991	0.0009



MT Educare Limited - Extra Ordinary General Meeting

Date of EGM : 12th March, 2018

Total number of shareholders on record date: 17160

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

Promoters and Promoter Group: 1

Public: 116

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

Promoters and Promoter Group:

Public:

Resolution Required : (Special)

APPROVAL FOR EXTENDING BENEFITS OF MT EDUCARE LIMITED
EMPLOYEE STOCK OPTION SCHEME, 2018 TO THE EMPLOYEES OF
HOLDING COMPANY / IES

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	17036803	0	0.0000	0	0	0.0000	0.0000
	Poll		17036803	100.0000	17036803	0	100.0000	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	1791685	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2291950	160	99.9930	0.0070
	Poll		3379692	16.0997	3379651	41	99.9988	0.0012
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5671802	27.0185	5671601	201	99.9965	0.0035
Total		39820784	22708605	57.0270	22708404	201	99.9991	0.0009



MT Educare Limited - Extra Ordinary General Meeting									
Date of EGM : 12 th March, 2018									
Total number of shareholders on record date: 17160									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group: 1									
Public: 116									
No. of shareholders attended the meeting through video conferencing : Not Applicable									
Promoters and Promoter Group:									
Public:									
Resolution Required : (Special)		APPROVAL OF THE GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE YEAR, EQUAL TO OR EXCEEDING ONE PERCENT OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTION							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	17036803	0	0.0000	0	0	0.0000	0.0000	
	Poll		17036803	100.0000	17036803	0	100.0000	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	1791685	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	20992296	2292110	10.9188	2292025	85	99.9963	0.0037	
	Poll		3379692	16.0997	3379651	41	99.9988	0.0012	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5671802	27.0185	5671676	126	99.9978	0.0022	
Total		39820784	22708605	57.0270	22708479	126	99.9994	0.0006	

Report of Scrutinizer(s) – Consolidated on votes casted through electronic mode and by poll

To,
The Chairman
MT Educare Limited

Subject : Consolidated Results of E-voting and voting through Poll

Dear Sir,

I, Priti J Sheth of M/s. Priti J. Sheth & Associates, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of scrutinizing the electronic voting process and voting through Poll in respect to the below mentioned resolutions, at the Extra Ordinary General Meeting of the Shareholders of MT Educare Limited, held on Monday, March 12, 2018 at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai – 400080 submit our consolidated report of E-voting and voting through Poll as under:

1. The remote e-voting period remained open from March 9, 2018 @ 09:00 a.m. upto March 11, 2018 @ 05:00 p.m. through remote e-voting services provided by Central Depository Services (India) Limited (CDSL);
2. The votes casted through ballot process at the Extra Ordinary General Meeting held on March 12, 2018 and the votes casted through remote e-voting are taken into consideration for preparation of this Consolidated report;
3. A report on voting by ballot process at the Extra Ordinary General Meeting in Form MGT-13 has been submitted to the Chairman of the Company;
4. The votes casted through remote e-voting were unblocked by me from the e-voting portal of Central Depository Services (India) Limited (CDSL) in presence of two witnesses, Ms. Bhumika Ruparelia and Ms. Priyanka Waghela me after counting of votes casted by poll conducted at the Extra Ordinary General Meeting;
5. The electronic data and all other relevant records relating to the Voting through electronic means are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting.
6. Based on the counting of valid votes casted by remote e-voting and through ballot process, I hereby furnish the consolidated result for the business transacted at the Extra Ordinary General Meeting of the Company.

Priti J Sheth & Associates

Company Secretaries

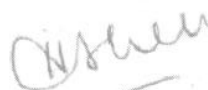
Particulars of Business	Number of votes casted remote and poll	Number of votes through e-voting	Number of Valid votes casted	Number of Votes Casted in Favour	Number of Votes casted against
Item No. 1 Increase in Authorised Share Capital and consequent amendment to Memorandum of Association	22708611		22708605	22708535	70
Item No. 2 Preferential Allotment of Equity Shares	22708605		22708605	22708219	386
Item No. 3 Approval for MT Educare Limited Employee stock Option Scheme 2018 of the company	22708611		22708605	22708104	501
Item No. 4 Approval for extending benefits of MT Educare Limited Employee Stock Option Scheme, 2018 to the employees of subsidiary company / ies	22708610		22708605	22708394	211
Item No. 5 Approval for extending benefits of MT Educare Limited Employee Stock Option Scheme, 2018 to the employees of Holding company / ies	22708605		22708605	22708404	201
Item No. 6 Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.	22708605		22708605	22708479	126

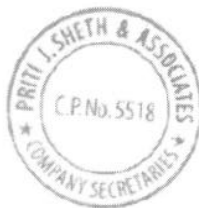
The ballot papers, poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Priti J Sheth & Associates
Practising Company Secretaries


Priti J Sheth
Membership No. 6833
CP. No. 5518




Mr. Mahesh Shetty
Chairman & Managing Director
(DIN: 01526975)



Date: 12th March, 2018
Place: Mumbai