



MT EDUCARE LTD.

R. O. : 220, 2nd Flr., "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,
L. B. S. Cross Road, Mulund (W), Mumbai - 400 080.
Ph. : 022-25937700 / 800 / 900 | Fax: 022-25937799
CIN : L80903MH2006PLC163888
Email : info@mteducare.com
Website : www.mteducare.com

Ref: MTEL/AP/2014/415

September 26, 2014

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: Details regarding the voting results of the notice of the 8th Annual General Meeting held on 24th September, 2014 in the prescribed format as per Clause 35 of the Listing Agreement.

Dear Sir/ Madam,

We are pleased to inform you that the shareholders have passed all the resolutions mentioned in the agenda to the notice of the Eighth Annual General Meeting with requisite majority.

In compliance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had provided e-voting facility to its members to enable them to cast their votes electronically on the proposed resolutions as mentioned in the notice. In order to ensure that the members present in the Annual General Meeting are also given their right of vote on the proposed resolutions, poll was also conducted.

The e-voting period commenced on 18/09/2014 at 9.00 am and ended on 20/09/2014 at 6.00 pm. The e-voting module was disabled by CDSL for voting thereafter. Once the vote was cast by the shareholder, they were not allowed to change it subsequently.

Mr. Nilesh Shah, Practicing Company Secretary (Membership No. F4554) had been appointed as Scrutinizer for the e-voting process & poll in a fair and transparent manner.

The Scrutinizer had forwarded his report dated 25/09/2014 on the votes cast in favour or against, forthwith to the Chairman of the Company. In accordance with the Scrutinizer report, the shareholders have approved all the Resolutions as embodied in the Notice dated 22/08/2014.





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Website : www.mteducare.com

The result of e-voting & poll was accordingly announced today.

Please find enclosed herewith:

- a. Detailed result of e-voting & poll of the Eighth Annual General Meeting held on 24th September, 2014 in the format as prescribed under Clause 35A of the Listing Agreement;
- b. 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 and also placed on the website of CDSL.

You are requested to kindly take the above documents on your records.

Thanking you

Yours faithfully,

For MT Educare Limited


Ashwin M. Patel
Company Secretary



Encl: as above

ANNEXURE

In terms of Clause 35A of the Listing Agreement, the details of the business transacted by the Company through e-voting & poll is given below:

Sr. No	Particulars		Description	
1	Date of the 8 th Annual General Meeting		24 th September, 2014 at 11.30 am	
2	Venue of the 8 th Annual General Meeting		Jainam Banquet Hall, Jainam Arcade; BTM Compound; 100 LBS Marg, Bhandup (West), Mumbai 400080	
3	Total number of shareholders on record date		29 th August, 2014 was the cut-off date for reckoning the voting rights of the Shareholders Total number of shareholders : 7944	
4	Number of shareholders present in the meeting either in person or through Proxy		88	
	Number of shareholders	Present in person	Present through Proxy / corporate representation	Total
	Promoter & Promoter Group	03	0	03
	Public	65	20	85
	Total	68	20	88
5	Number of shareholders attended the meeting through Video Conferencing		No Video Conferencing facility was provided	



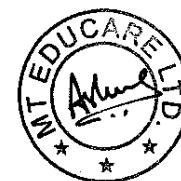
Details of the Agenda

Resolution 1: To consider and adopt the audited Balance Sheet as at March 31, 2014, and the statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4071353	39.5784	4071353	0	100.0000	0.0000
Public-Others	12470542	2362026	18.9408	2263861	98165	95.8440	4.1560
Total(A)	39794140	23470182	58.9790	23372017	98165	99.5817	0.4183
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26201477	65.8426	26103312	98165	99.6253	0.3747



Resolution 2: To ratify and regularize 1st and 2nd Interim Dividend 2013-14 declared by the Board of Directors.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.000
Public-Others	12470542	2362276	18.9428	2361771	505	99.9786	0.021
Total (A)	39794140	23854695	59.9452	23854190	505	99.9979	0.002
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total (B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26585990	66.8088	26585485	505	99.9981	0.0019



Resolution 3: To appoint director in place of Dr. Chhaya Shastri (holding DIN 01536140) who retire by rotation and is eligible for reappointment.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362296	18.9430	2278883	83413	96.4690	3.5310
Total(A)	39794140	23854715	59.9453	23771302	83413	99.6503	0.3497
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26586010	66.8089	26502597	83413	99.6863	0.3137

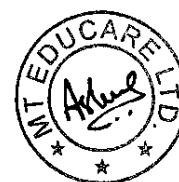


Resolution 4: To appoint M/s Shaparia and Mehta Chartered Accountants, as Statutory Auditors to hold office from the conclusion of this AGM until the conclusion of the next Annual General Meeting.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362326	18.9433	2324551	37775	98.4009	1.5991
Total(A)	39794140	23854745	59.9454	23816970	37775	99.8416	0.1584
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731294	1	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731294	1	100.0000	0.0000
Result (A+B)	39794140	26586040	66.8090	26548264	37776	99.8579	0.1421

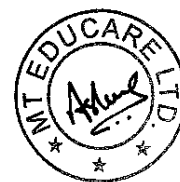


Resolution 5: To appoint Ms. Drushti Desai (holding DIN 00294249) as an Independent Directors of the Company for a term of five (5) consecutive years, i.e. up to 23 /09/2019.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362296	18.9430	2346769	15527	99.3427	0.6573
Total(A)	39794140	23854715	59.9453	23839188	15527	99.9349	0.0651
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26586010	66.8089	26570483	15527	99.9416	0.0584

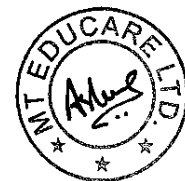


Resolution 6: To appoint Mr. Yatin C. Samant (holding DIN 01088817), as an Independent Director of the Company for a term of five (5) consecutive years, i.e. up to 23/09/2019.

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362296	18.9430	2264131	98165	95.8445	4.1555
Total(A)	39794140	23854715	59.9453	23756550	98165	99.5885	0.4115
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26586010	66.8089	26487845	98165	99.6308	0.3692



Resolution 7: To appoint Mr. Uday Lajmi (holding DIN 03529980), as an Independent Director of the Company for a term of five (5) consecutive years, i.e. up to 23 /09/2019."

Resolution required: Ordinary Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362296	18.9430	2263911	98385	95.8352	4.1648
Total(A)	39794140	23854715	59.9453	23756330	98385	99.5876	0.4124
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731294	1	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731294	1	100.0000	0.0000
Result (A+B)	39794140	26586010	66.8089	26487624	98386	99.6299	0.3701

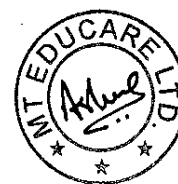


Resolution 8: To consider issue of further shares and securities in accordance with the provisions of Section 42 and 62 and all other applicable provisions and rules, if any of the Companies Act, 2013 to entity(ies) other than the existing shareholders.

Resolution required: Special Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362286	18.9429	2263806	98480	95.8312	4.1688
Total(A)	39794140	23854705	59.9453	23756225	98480	99.5872	0.4128
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26586000	66.8089	26487520	98480	99.6296	0.3704



Resolution 9: To consider increasing the Authorised Share Capital of the Company pursuant to provisions of Section 13 sub-section (1), read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013.

Resolution required: Special Resolution

Mode of voting: E-voting & Poll

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	10286795	4455616	43.3139	4455616	0	100.0000	0.0000
Public-Others	12470542	2362326	18.9433	2279133	83193	96.4783	3.5217
Total(A)	39794140	23854745	59.9454	23771552	83193	99.6513	0.3487
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	10286795	0	0.0000	0	0	0.0000	0.0000
Public-Others	12470542	2731295	21.9020	2731295	0	100.0000	0.0000
Total(B)	39794140	2731295	6.8636	2731295	0	100.0000	0.0000
Result (A+B)	39794140	26586040	66.8090	26502847	83193	99.6871	0.3129



Company Secretaries

Ref: _____

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the 8th Annual General Meeting of the Equity Shareholders of MT Educare Limited held on 24th September, 2014 at 11.30 a.m. at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L. B. S. Marg, Bhandup (West), Mumbai-400 080. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Dhaval Patel and Mr. Mahesh Darji, (both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. I did not find any poll papers invalid.
4. The result of the poll is as per annexure attached herewith.
5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.



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Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH G. SHAH B. Com. (IB) (G), F.C.S.

Company Secretaries

Ref: _____

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company for keeping under safe custody.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

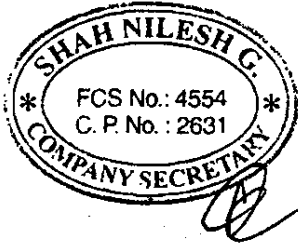
Yours truly,


26/09/2014

Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

Dated: 25.09.2014

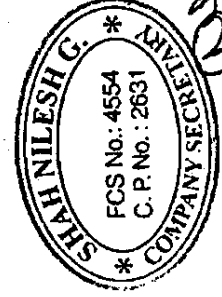


211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

**Annexure to the Scrutinizer's Report
Result of Voting (through e-voting and physical ballot):**

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain		
					Voting in Favour (Assent)			Voted Against (Dissent)					
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	No. of Votes Casted
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.03.2014	Ordinary	Electronic	28	23372017	99.58	7	98165	0.42	0	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0	0
				Total	87	26103312	99.63	7	98165	0.37	0	0	0
2	2	Ratification and Regularization of 1 st and 2 nd Interim Dividend 2013-14 declared by the Board of Director	Ordinary	Electronic	35	23854190	99.99	2	505	0.01	0	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0	0
				Total	94	26585485	99.99	2	505	0.01	0	0	0
3	3	Appointment of Director in place of Dr. Chhaya Shastri who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Electronic	30	23771302	99.65	7	83413	0.35	0	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0	0
				Total	89	26502597	99.69	7	83413	0.31	0	0	0

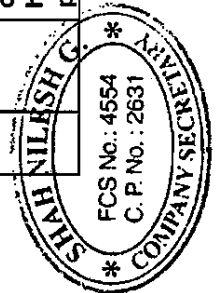


Minor
26/09/2014

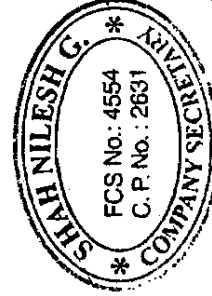
Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain		
					Voting In Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
4	4	Appointment of M/s. Shaparia & Mehta, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	Ordinary	Electronic	33	23816970	99.84	5	37775	0.16	0	0	0
				Physical	58	2731294	100.00	1	1	0.00	0	0	0
				Total	91	26548264	99.86	6	37776	0.14	0	0	0
5	5	Appointment of Ms. Drushti Desai as an Independent Director of the Company to hold office for a period of five years.	Ordinary	Electronic	33	23839188	99.93	4	15527	0.07	0	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0	0
				Total	92	26570483	99.94	4	15527	0.06	0	0	0
6	6	Appointment of Mr. Yatin C. Samant as an Independent Director of the Company to hold office for a period of five years.	Ordinary	Electronic	30	23756550	99.59	7	98165	0.41	0	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0	0
				Total	89	26487845	99.63	7	98165	0.37	0	0	0
7	7	Appointment of Mr. Uday Lajmi as an Independent Director of the Company to hold office for a period of five years.	Ordinary	Electronic	29	23756330	99.59	8	98385	0.41	0	0	0
				Physical	58	2731294	99.99	1	1	0.01	0	0	0
				Total	87	26487624	99.63	9	98386	0.37	0	0	0



26/08/2014



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting In Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
8	8	Authorization for Issue of Shares and Securities through Private Public Offering, Preferential basis, QIP not exceeding Rs. 50 Cr.	Special	Electronic	27	23756225	99.59	9	98480	0.41	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0
				Total	86	26487520	99.63	9	98480	0.37	0	0
9	9	Increasing in Authorised Share Capital of the Company from Rupees Forty Two Crores to Rupees Fifty Crores.	Special	Electronic	32	23771552	99.65	6	83193	0.35	0	0
				Physical	59	2731295	100.00	0	0	0.00	0	0
				Total	91	26502847	99.69	6	83193	0.31	0	0



Removal
28/09/2018