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/2014/315 July 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: Result of Postal Ballot under Clause 35A of the Listing Agreement.

Dear Sir/ Madam,

This is further to our letter bearing ref. no. MTEL/AP/2014/235 dated June 21, 2014 forwarding therewith the Notice of the Postal Ballot, together with Explanatory Statement and Postal Ballot Form.

In this regard, we wish to state that Mr. Nilesh Shah, Practicing Company Secretary, who was appointed as a Scrutinizer for the aforesaid Postal Ballot Process has submitted his report dated July 26, 2014. In accordance with the said report, the shareholders have approved the Special Resolution as embodied in the Postal Ballot Notice dated May 14, 2014 to sell, lease, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future with an over whelming majority of 99.45% as declared hereunder:

Votes in favour of the Resolution	2,48,27,315
Votes against the Resolution	1,38,550

The result of the Postal Ballot was accordingly announced today.

Please find enclosed herewith:

a. Detailed result of postal Ballot in the format as prescribed under Clause 35A of the Listing Agreement;

b. Certified True Copy of the Special Resolution as approved by the Shareholders and

c. Report of the Scrutinizer in respect to Postal Ballot Process.

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

MT EDUCARE LTD.

Encl: as above

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Postal Ballot Results
(As per Clause 35A of the Listing Agreement)

Details of Agenda: To sell, lease, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Form & Electronic Voting

Promoter / Public	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)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter & Promoter Group	18036803	18036803	100.00	18036803	0	100.00	0
Public – Institutional Holders	7289914	2200962	30.19	2200962	0	100.00	0
Public – Others	14467423	4728100	32.68	4589550	138550	97.07	2.93
Total	39794140	24965865	62.74	24827315	138550	99.45	0.55

*voting rights are in the proportion to shares held as on 13th June, 2014
$ excludes 4 invalid votes consisting of 43,237shares

For MT Educare Limited

Ashwin M. Patel
Company Secretary

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY SHAREHOLDERS OF MT EDUCARE LIMITED THROUGH POSTAL BALLOT ON 26TH JULY, 2014.

"**RESOLVED THAT**, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as "the Board") to sell, lease, or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or bonds with share warrants attached thereto up to an aggregate limit of Rs.200 crores together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered /to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Certified To Be True Extract
MT Educare Limited

Ashwin M. Patel
Company Secretary

MT EDUCARE LTD.

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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Resolution No. 1

The Company, in order to establish proof of concept in the state of Karnataka, had purchased land admeasuring 1.48 acres, along with transferable development rights of 1,363.50 sq. ft., from Mr. Rohan Monteiro pursuant to three sale deeds dated November 26, 2011, November 28, 2011 and November 28, 2011 and constructed Mahesh Pre-University College Campus ("PUC Campus") and Hostel Building at Mangalore in Karnataka. The PUC Campus comprises of classrooms and other facilities, such as a library, an auditorium, a playground and administrative offices. The PUC Campus is operational since February, 2013. Part of the Hostel building is operational since June, 2013.

With the proof of concept already established with PUC Campus and fourteen other college tie-ups across the state of Karnataka, the strategic intent of sale and lease back of PUC Campus and Hostel building is to liquidate the asset to continue being "asset-light" and to enhance cash reserves with the objective of utilizing the same for business growth. Necessary arrangements for lease back of PUC Campus and Hostel building shall be made in order to ensure smooth functioning and operations. The Company expects the Karnataka business to grow at the same pace as seen in the last couple of years.

Secondly, the Company may, in order to secure its borrowings, if any, may mortgage and / or create charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, with /without the power to the charge holders to take over the management of the business of the Company in certain events of default, may also be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolution contained in item no. 1 of the Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) and for creation of mortgage /charge etc., if any, on the Company's property and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with sell of undertaking(s) or substantially the whole of undertaking(s) and mortgage and/or creating charge on Company's properties, respectively.

The Board commends the resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

None of the Promoter, Directors, Key Managerial Personnel or their relatives is interested in Resolution No.1 of the accompanying Notice.

Certified To Be True Extract
MT Educare Limited

Ashwin M. Patel
Company Secretary

MT EDUCARE LTD.

NILESH G. SHAH B. Com. LLB (G), F.C.S.
Company Secretaries

Ref: _____

Report of Scrutinizer in respect of Postal Ballot Process
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Mr. Mahesh Shetty
MT Educare Limited
220, 2nd Floor, "FLYING COLOURS",
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund-(West),
Mumbai – 400080

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted Pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of MT Educare Limited ('the Company') have vide resolution passed on 14th May, 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as set out in the notice dated 14th May, 2014 for obtaining approval of members of the Company to authorize the Board of Directors or a Committee thereof to sell, lease, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, Nilesh Shah, was appointed as a Scrutinizer by MT Educare Limited for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolution to authorize the Board of Directors or a Committee thereof to sell, lease, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is

MT EDUCARE LTD.

SHAH NILESH G.
FCS No.: 4554
C. P. No.: 2631
COMPANY SECRETARY

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

NILESH G. SHAH B. Com. LLB (G), F.C.S.
Company Secretaries

Ref. _____

restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 14th May, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on 13th June, 2014 were entitled to vote on the resolution proposed as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.

2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.

3. All Postal Ballot Forms received up to the close of the working hours on Thursday, 24th July, 2014, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.

4. The Postal Ballot Forms were kept in my safe custody.

5. The e-voting period remained open from 23rd June, 2014 (10.00 a.m.) to 24th July, 2014 (6.00 p.m.).

6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.

7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of CDSL.

8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.

9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

10. A summary of the Postal Ballot Forms is as under:

MT EDUCARE LTD.

SHAH NILESH G. FCS No.: 4554 C. P. No. : 2631 COMPANY SECRETARY

25/07/14

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Ref. _____

(a) **Resolution No. 1**

Approval by way of Special Resolution to authorize the Board of Directors or a Committee thereof to sell, lease, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

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

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	91	22407349	89.75
Voting Through Electronic Means (E-Voting)	22	2419966	9.70
Total	**113**	**24827315**	**99.45**

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

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	6	21901	0.09
Voting Through Electronic Means (E-Voting)	8	116649	0.46
Total	**14**	**138550**	**0.55**

(iii) **Invalid** Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	4	43237
Voting Through Electronic Means	0	0
Total	**4**	**43237**

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping.

MT EDUCARE LTD.

SHAH NILESH G. FCS No.: 4554 C. P. No. : 2631 COMPANY SECRETARY

25/02/2014

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Company Secretaries

Ref.: _____

Recommendation: The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Faithfully,

25/07/2014

Nilesh G. Shah
Company Secretary in Practice
(Scrutinizer)
Place: Mumbai
Dated: 25.07.2014

SHAH NILESH G. FCS No.: 4554 C. P. No.: 2631 COMPANY SECRETARY

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MT EDUCARE LIMITED

Register of E-Voting

Nominal / Face Value per Share: Rs. 10/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	DATE OF VOTING	NAME OF THE SHAREHOLDER	FOLIO NO./ DP ID/ CLIENT ID	TOTAL NO. OF SHARES HELD	RESOLUTION NO. VOTED	
					FOR	AGAINST
1	6/28/2014 9:36	RAKESH CHAMPAKLAL GANDHI	1201130000138451	50		50
2	7/8/2014 17:27	DHIRENDRA CHAMPAKLAL GANDHI	1201130000243568	5		5
3	7/8/2014 18:53	ROHAN GIRISH SHAH	1201130000272268	10	10	
4	6/30/2014 13:10	VENKATASUBRAMANIAN IYER	1201130000328341	9014	9014	
5	6/27/2014 16:38	ASHWIN MANILAL PATEL	1201830000007166	10000	10000	
6	7/2/2014 12:31	GANESH JAYARAM MORE	1202300001003090	20	20	
7	6/24/2014 13:02	MANILAL KUNVERJI HARIA	1203150000028622	44419		44419
8	6/30/2014 11:12	RAGHAVENDRA KAMATH C	1204720001232169	500	500	
9	6/24/2014 16:40	KINJAL MEHUL HARIA	1205150000003815	14987		14987
10	6/24/2014 16:41	MANILAL KUNVERJI HARIA	1205150000005603	37000		37000
11	6/24/2014 16:38	MEHUL MANILAL HARIA	1205150000043808	6827		6827
12	6/24/2014 16:44	NEHAL SAILESH GADA	1205150000046340	12369		12369
13	6/24/2014 16:45	KISHOR SHAMJI JAGANI HUF	1205150000125665	500	500	
14	7/1/2014 12:22	MURALI HARIHARA SUBRAMANIAN	1205460000137652	189815	189815	
15	7/1/2014 18:10	SARADA MURALI .	1205460000137667	5956	5956	
16	7/8/2014 9:17	PRAGNESH ASHOKKUMAR CHUDGAR	1301870000005551	257	257	
17	7/22/2014 12:36	ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND	IN30005410071724	1298318	1298318	
18	6/25/2014 22:09	VINOD JIVRAJ DHARMSHI	IN30012610814212	500	500	
19	6/24/2014 15:07	PPFAS LONG TERM VALUE FUND	IN30016710109711	269306	269306	
20	7/21/2014 21:14	CALIFORNIA PUBLIC EMPLOYEES. RETIREMENT SYSTEM, MANAGED	IN30016710114996	559801	559801	
21	6/27/2014 16:32	SUBRAMANIAN SWAMINATHAN	IN30048413470864	472	472	
22	6/23/2014 22:37	ALKA PATEL	IN30098210019380	147	147	
23	6/23/2014 22:13	ASHWIN GIRISHCHANDRA PATEL	IN30098210591620	147	147	
24	6/23/2014 22:40	MANAN ASHWIN PATEL	IN30098210623837	147	147	
25	6/24/2014 13:06	SHOBHA SURESH SHENOY	IN30260310017546	5	5	

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25/07/2014

SR. NO.	DATE OF VOTING	NAME OF THE SHAREHOLDER	FOLIO NO./ DP ID/ CLIENT ID	TOTAL NO. OF SHARES HELD	RESOLUTION NO. VOTED	
					FOR	AGAINST
26	6/25/2014 14:28	S RADHAKRISHNAN	IN30267931480960	10	10	
27	7/1/2014 13:52	BRIJESH NAVIN KARIA	IN30290241539956	1324	1324	
28	6/28/2014 18:21	SRILEKHA GANGULI	IN30323710109536	180	180	
29	6/24/2014 21:25	GAURAV PRABHULAL THAKER	IN30324510051026	992		992
30	7/22/2014 16:04	CURIAN/ASHMORE EMERGING MARKET SMALL CAP EQUITY FUND	IN30343810012587	73537	73537	
		TOTAL		2536615	2419966	116649

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