

POSTAL BALLOT NOTICE
(Pursuant to Section 192A (2) of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given that the following Ordinary Resolution relating to sell and transfer of the Company's Undertaking comprising of "Global Champs" to 'Tree House Education and Accessories Ltd.' Mumbai, or such other entity as the Board of Directors may deem fit in the best interest of the Company, is proposed to be passed by the Company. Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 ("the Act"), sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of an Ordinary Resolution.

Further, pursuant to the provisions of Section 192A of the Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent / approval of the shareholders for the above purpose is required to be obtained by way of postal ballot.

Accordingly, the proposed Resolution and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to sell and transfer, the Company's Undertaking comprising of 'Global Champs' along with all the assets and liabilities of the Global Champs including all licences, permits, consents and approvals whatsoever, as a "going concern" to 'Tree House Education and Accessories Ltd', Mumbai, or such other entity as the Board of Directors may deem fit in the best interest of the Company, for a lump sum consideration of not less than Rs. 15.00 Lakhs, to be suitably adjusted at the date of actual transfer."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary & Compliance Officer

Mumbai, dated: 14th September, 2012

Registered Office:
MT Educare Limited
220, 2nd Floor, "FLYING COLORS",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai 400080.

NOTES

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, the item of business set out in the Notice above is sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Mr. Nilesh Shah, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

4. The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 01/11/2012.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is not being provided by the Company.
6. The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the Postal Ballot Forms.
7. The results of the Postal Ballot will be announced by the Chairman & Managing Director of the Company or any other Director on or before 02/11/2012 at the Registered Office of the Company at 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (West), Mumbai 400080 and will also be informed to the stock exchanges, hosted on the Company's website www.mteducare.com and published in newspapers.
8. The Ordinary Resolution mentioned above shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the said Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956

MT Educare Limited is an education support and coaching services provider for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations. The Company is currently operating six centres of 'Global Champs' wherein pre-school and day care activities for children in the age group of 1.5 years to 4.5 years are being undertaken.

The Company wants to focus on its core business activity and proposes to carve out the pre-school business conducted under the brand "Global Champs"

The Board of Directors at its Meeting held on 14th September, 2012 approved the sell and transfer of the Global Champs Division along with all its assets and liabilities including all licences, permits, consents and approvals whatsoever, as a "going concern" to Tree House Education and Assessories Limited ("Tree House"), or such other entity as the Board of Directors may deem fit in the best interest of the Company. The Committee constituted for implementation of the decision relating to the carve out of Global Champs Division, recommended to the Board of Directors a lump sum consideration of not less than Rs. 15.00 Lakhs, to be suitably adjusted at the date of actual transfer. The Board of Directors considered and approved the said consideration at the Board Meeting held on 14/09/2012

The sell and transfer of Global Champs Division to Tree House or such other entity will be done as a 'going concern' and by way of a slump sale.

The above proposal is subject to the approval of Members and other concerned Authority(ies), if any.

Pursuant to the provisions of Sections 293(1)(a) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 including any statutory modification or re-enactment thereof for the time being in force, the sell, transfer or disposal of an undertaking requires the approval of the Members by an Ordinary Resolution by way of Postal Ballot. Accordingly, the approval of the Members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the above Notice.

The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence commends the Resolution for your approval.

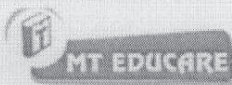
None of the Directors of the Company is in any way concerned or interested in this Resolution.

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary & Compliance Officer

Mumbai, dated: 14th September, 2012

Registered Office:
MT Educare Limited
220, 2nd Floor, "FLYING COLORS",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai 400080.



MT EDUCARE LIMITED

Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West), Mumbai 400080.

POSTAL BALLOT FORM

Sr.No.

1. Name and Registered :
Address of the Sole /
first named Shareholder:

2. Names of the Joint :
Holder(s), (if any):

3. Registered Folio Number
/ DP ID No. / Client ID No.*:
*(Applicable to investors
holding Shares in
dematerialized form):

4. Number of share(s) held: :

I/We hereby exercise my / our votes in respect of the resolution set out in the Notice dated 14th September, 2012 as set out below to be passed by means of Postal Ballot by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid)

	Description	No. of Shares	(For) I/we assent to the Resolution	(Against) I/we dissent to the Resolution
(1)	Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 for sell /transfer of 'Global Champs' business (consisting of six centres) wherein pre-school and day care activities are being undertaken, on a 'going concern' basis			

Email ID:

Place:

Date:

Signature of the Member

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH.

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

INSTRUCTIONS

1. Voting rights of every member shall be reckoned as on the date of dispatch of notice i.e. 28th September, 2012 (BENPOS as on 21st September, 2012) the cut-off date and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
2. A members desirous of exercising vote by postal ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the member by using the postage pre-paid envelope will also be accepted.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The Postal Ballot Form should be signed by the member as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member. Holder of the Power of Attorney (POA) on behalf of member may vote on the postal ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned postal ballot forms will be rejected.
5. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (1900 hours) on November 1, 2012. Postal Ballot Forms received after that date will be strictly treated as if reply from such members has not been received. The Members are requested to send the duly completed Postal Ballot Form well before November 1, 2012 providing sufficient time for postal transit. Facility of voting through electronic mode is not being provided by the Company.
6. The Voting shall be reckoned in proportion to a member's share of the paid-up equity capital of the Company as on date of dispatch of Notice.
7. In case of shares held by Companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by the certified true copy of the Board resolution / Authority and preferable with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Members are requested not to send any paper (other than the resolution / authority as mentioned under para no. 7 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelope will be sent to the scrutinizers and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. The exercise of vote by postal ballot is not permitted through proxy.
10. There will be only one postal ballot form for every folio / client ID irrespective of the number of joint member(s).
11. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in para no. 5 above.
13. The Scrutinizers decision of the validity of the postal ballot shall be final.
14. The result of the voting on the resolution will be declared at the Registered Office of the Company on or before November 2, 2012. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.mteducare.com and published in newspapers.
15. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Ashwin M. Patel, Company Secretary & Compliance Officer, MT Educare Limited, 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (West), Mumbai 400080.
Tel No. 022 - 2593 7700 / 800 / 900, Fax No. 022 - 2593 77 99 and email to: info@mteducare.com or ashwinpatel@mteducare.com
