



MT Educare Limited

Corporate Identity Number (CIN): L80903MH2006PLC163888
Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West), Mumbai 400080.
Phone: 022 – 2593 7700 / 800 / 900 | Fax: 022 – 2593 7799
email: info@mteducare.com | website: www.mteducare.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

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.

Members' consent is sought for the proposal(s) contained in the Resolution given in this Notice. The Explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Electronic Voting (e-voting): Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India, and as per the Latest Rule specified under Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company to enable them to cast their votes electronically. E-voting is optional for shareholders. The detailed procedure for e-voting is enumerated in the Instructions to the Postal Ballot Form. The Company has entered into agreement with Central Depository Services Limited (CDSL) for facilitating e-voting.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Thursday, 6.00 PM, 24/07/2014. Members may choose to vote using the e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Saturday, 26/07/2014, at 2.00 PM at the registered office of the Company onwards through the website of the Company (www.mteducare.com), by way of intimation to the Stock Exchanges on which the Company is listed and will also be published in newspapers. The date of declaration of the result shall be deemed to be the date of passing of the said resolution.



RESOLUTION NO. 1

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

To consider and give assent/dissent to following resolution as a Special Resolution:

“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.

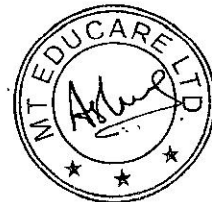
RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard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

Mumbai, dated: 14th May, 2014

By Order of the Board of Directors

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

Ashwin M. Patel
Company Secretary



Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 13th June, 2014.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Thursday, 6.00 pm, 24th July, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by CDSL for voting thereafter.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
5. Members 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. Members who do not receive the Postal Ballot Form may apply to the Registrar and Share Transfer ("R&T") Agents and obtain a duplicate thereof. Members can also download the Postal Ballot Form from Company's website www.mteducare.com.

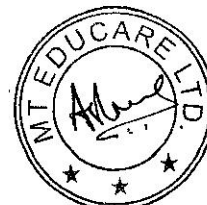
EXPLANATORY STATEMENT

(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 accompanying 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.

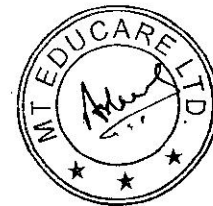
The Board recommends the resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

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

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary

Place: Mumbai,
Date: May 14, 2014





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Phone : 022-25937700 / 800 / 900, Fax : 022-25937799 Email : info@mteducare.com, website: www.mteducare.com

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 vote in respect of the Special Resolution set out in the Notice dated 14th May, 2014 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) | Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for 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. | | | |

Place:

Date:

Signature of the Member(s)

Note :

- i) Please carefully read the instructions printed overleaf before exercising the vote.
- ii) Last Date for receipt of Postal Ballot Form by the Scrutinizer: close of working hours (6.00 p.m) on Thursday, July 24, 2014.



INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. 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.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. 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.
4. Duly completed postal ballot forms should reach the scrutinizer not later than the close of working hours (1800 hrs) on 24/07/2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member(s) has not been received. The Members are requested to send the duly completed Postal Ballot Form well before 22/07/2014 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a member's share of the paid-up equity capital of the Company as on 13/06/2014.
6. Members are requested not to send any other paper / documents 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.
7. The exercise of vote by postal ballot is not permitted through proxy.
8. There will be only one postal ballot form for every folio / client ID irrespective of the number of joint member(s).
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no postal ballot form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
12. The Scrutinizers decision of the validity of the postal ballot shall be final.

INSTRUCTIONS FOR E-VOTING

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|------------------------|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders) | |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

* Members who have not updated their PAN with the Company/Depository Participant are requested to use MTEL12345Z in the PAN field.
Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter 999999999 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the

B. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23/06/2014 (10 a.m.) and ends on 24/07/2014 (6 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13/06/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

OTHER INSTRUCTIONS

1. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / Authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013. Shareholder voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on nilesh@ngshah.com with a copy marked to ashwinpatel@mteducare.com
2. The date of declaration of results of the postal ballot (i.e. on 26/07/2014 shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority. The result of the voting on the resolution will be declared at the Registered Office of the Company on 26/07/2014. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.mteducare.com and published in newspapers.
3. Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.
4. The item(s) of business covered by this postal ballot will not be transacted at any General Meeting even though members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
5. 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

