

Ref: MTEL/AP/2016/654

July 16, 2016

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
ISIN : INE472M01018	

Sub: Forwarding Notice of Extra Ordinary General Meeting (EGM)

Dear Sir / Madam,

Please find enclosed the Notice of EGM of the Members of the Company scheduled on Wednesday, 10th August, 2016 at 11.30 a.m. at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S. Road, Bhandup (West), Mumbai 400 078 to transact the business as set out in the said Notice.

You are requested to kindly take the same on record and acknowledge receipt.

Thanking you in anticipation.

Yours faithfully,
For **MT Educare Limited**


Dinesh Darji
Company Secretary

Encl: as above





MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

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

Email: info@mteducare.com | Website: www.mteducare.com

Tel: 2593 7700 / 800 | Fax: 2593 7799

NOTICE OF EXTRA ORDINARY GENERAL MEETING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given that an Extra-ordinary General Meeting of the Members of MT Educare Limited will be held on Wednesday, the 10th day of August, 2016 at 11.30 a.m. at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S. Marg, Near Bhandup Railway Station, Bhandup (West), Mumbai 400078 to transact the following business.

SPECIAL BUSINESS:

Appointment of Statutory Auditor to fill casual vacancy:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) be and are hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Shaparia Mehta & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No. 112350W/W-100051).

RESOLVED FURTHER THAT M/s. MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration No.105047W) be and are hereby appointed as Statutory Auditor of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditor of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the statutory audit for financial year 2016-17 on such remuneration as may be fixed by the Board of Directors in consultation with them."

Registered Office:

220, 2nd Floor, "FLYING COLORS"
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai 400 080.

Date: June 30, 2016

By order of the Board
For **MT Educare Limited**

Mahesh R. Shetty
Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution /authority, as applicable.

2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business at Item No. 1 of the accompanying Notice is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the certified copy of the Board Resolution together with their respective specimen signature authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Extra Ordinary General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar / Company.

6. Electronic copy of the Notice of Extra Ordinary General Meeting (EOGM) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company / Depository Participants and have given their consent to receive the same through electronic means.

Members other than above shall receive physical copy of Extra Ordinary General Meeting inter alia indicating the process and manner of e-voting along with attendance slip and proxy form through permitted mode.

7. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.mteducare.com for their download. The physical copy of the aforesaid documents will also be available at the Registered Office in Mumbai for inspection during normal business hours on working days. A printed copy of the Notice will be furnished to the member, free of cost upon receipt of a request for the same.
8. Voting through electronic means
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility to "remote e-voting" (e-voting from a place other than the venue of EOGM) to exercise their right to vote at the Extra Ordinary General Meeting. The business at the EOGM may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - The facility of voting through ballot / polling papers shall also be made available at the venue of the EOGM. The members attending the meeting who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote in the EOGM.
 - The Company has appointed Mr. Manish Ghia of M/s. Manish Ghia & Associates, Practising Company Secretary, Mumbai, as the Scrutinizer for conducting the remote e-voting and the voting process at the EOGM in a fair and transparent manner.
 - The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the vote cast in favour of, or against, if any, forthwith to the Chairman of the Company.
 - The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast in the EOGM to declare the final results for each of the resolutions forming part of Extra Ordinary General Meeting Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 7th August, 2016 (9.00 a.m.) and ends on 9th August, 2016 (5.00 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 3rd August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Appointment of Statutory Auditor to fill casual vacancy :

M/s. Shaparia Mehta & Associates LLP, Chartered Accountants, Mumbai, have resigned from the office of Statutory Auditor of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 (Act). Any casual vacancy caused by resignation in the office of the Statutory Auditor could be filled up by the Company by its Board of Directors of the Company, as per recommendations made by the Audit Committee. The appointment of M/s. MZSK & Associates, Chartered Accountants, shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board, and that they shall hold the office till the conclusion of the next Annual General Meeting.

The Audit Committee and the Board of Directors in their respective meetings held on 17th May, 2016 have recommended appointing M/s. MZSK & Associates, Chartered Accountants, Mumbai, as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Shaparia Mehta & Associates LLP, Chartered Accountants. M/s. MZSK & Associates, Chartered Accountants, if appointed in the Extra Ordinary General Meeting will be holding office of Statutory Auditor from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. MZSK & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act. Accordingly, an Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in the above said resolution.

Your Directors recommend the resolution set out as above in the notice for adoption by the shareholders as an Ordinary Resolution.

Registered Office:

220, 2nd Floor, "FLYING COLORS"
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai 400 080.

Date: June 30, 2016

By order of the Board
For **MT Educare Limited**

Mahesh R. Shetty
Chairman & Managing Director



MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

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

Email: info@mteducare.com | Website: www.mteducare.com | Tel: 2593 7700 / 800 | Fax: 2593 7799

FORM MGT-11

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) : _____

Registered Address: _____

E-mail ID: _____

Folio No. / Client ID No. _____ DP ID _____

I/We, being the member(s) of _____ shares of MT Educare Limited, hereby appoint

1. Name: _____

Address: _____

Email ID: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

Email ID: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

Email ID: _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday the 10th August, 2016 at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S Road, Bhandup (West), Mumbai 400078 at 11.30 a.m. and at any adjournment thereof in respect of such resolution as indicated below:

I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Sr. No	Particulars of Resolution
1	Appointment of Statutory Auditor to fill casual vacancy

Signed this ____ day of _____, 2016

Signature of Proxy holder _____

- Note:
- a. This form in order to be effective should be duly completed and deposited at the Registered office not less than 48 hours before the commencement of the Meeting.
 - b. A proxy need not be a member of the Company

Affix Re.1/- Revenue Stamp

Signature of the Shareholder