



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.

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CIN : L80903MH2006PLC163888

Email : info@mteducare.com

Website : www.mteducare.com

August 30, 2018

The Manager (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001	The Manager – Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code : 534312	Symbol: MTEDUCARE

Dear Sir / Madam,

Sub: Notice of the 12TH Annual General Meeting

We wish to inform you that the 12th Annual General Meeting of the Company will be held on Monday, September 24, 2018 at the Ravindra Natya Mandir, P. L. Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025.

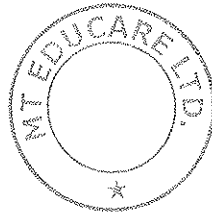
In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of 12th Annual General Meeting of the Company.

We request you to take note of the above on your record and oblige.

Thanking you,

Yours faithfully,
For MT Educare Limited

Mandar Chavan
Company Secretary



Encl: As above

Notice

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of MT Educare Limited will be held on Monday, the 24th day of September, 2018 at 9.30 a.m., at Ravindra Natya Mandir, P. L. Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Mahesh Shetty (DIN 01526975), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s MSKA & Associates, (formerly known as M/s. MZSK & Associates) Chartered Accountants, Mumbai, having Firm Registration No. 105047W, as approved by the members at 10th Annual General Meeting ('AGM') as Statutory Auditors of the Company to hold office from the conclusion of 10th AGM until the conclusion of the 15th AGM and to fix the remuneration for the remainder of their term.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and the resolution passed by the members at the 10th Annual General Meeting (AGM) held on 28th September, 2016, the appointment of M/s. MSKA & Associates (formerly known as M/s. MZSK & Associates), Chartered Accountants, Mumbai (Firm Registration No. 105047W) as Statutory Auditors of the Company to hold office from the conclusion of 10th AGM till the conclusion of the 15th AGM of the Company to be held for the financial year ending March 31, 2021, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration payable for the financial years from 2018-19 upto 2020-21 in consultation with the Auditors.

RESOLVED FURTHER THAT the resolution passed in the 10th Annual General Meeting ('AGM') held on 28th September, 2016 for appointment of M/s. MSKA & Associates (formerly known as M/s. MZSK & Associates), Chartered Accountants as Statutory

auditors of the Company requiring the ratification of their appointment at every subsequent AGM till 15th AGM, shall stand modified to the extent that no such ratification/confirmation shall henceforth be necessary for their remainder period of appointment."

SPECIAL BUSINESS:

4. **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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of ₹ 60,000/- (Rupees Sixty thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No 00240) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2019 as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any from the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the draft regulations contained in the Articles of Association including but not limited to the provisions of the Shareholders Agreement dated February 14, 2018 entered into between the Company, Mr. Mahesh Raghu Shetty (Existing Promoter) and Zee Learn Limited (New Promoter) submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

6. 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Himanshu Mody (DIN:00686830), who was appointed as an Additional Director of the Company w.e.f. June 05, 2018 as per Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director in the category of Non - Executive Director of the Company, whose office is liable to retire by rotation and eligible for re-appointment AND THAT Mr. Himanshu Mody shall be eligible to such number of stock options as may be decided by the Board or the Nomination and Remuneration Committee / Board from time to time whether as a Non-Executive Director or otherwise.”

7. 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 149 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Ajey Kumar (DIN 02278096), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 05,2018 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014,

the Company hereby accords its approval for appointment of Mr. Ajey Kumar, (DIN 02278096), Additional Director of the Company be and is hereby appointed currently as an Executive Director of the Company for a period of 3 years with effect from June 05,2018 and will be eligible for grant of Stock Options as may be decided from time to time by the Board or the Nomination and Remuneration Committee, whether as an Executive Director or otherwise, but currently without any remuneration.

“RESOLVED FURTHER THAT the Board or any other person authorized by the Board or the CFO or the Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

9. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013(‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), Dr. Manish Agarwal (DIN:02069969) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 05, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3(three) consecutive years up to June 4, 2021”.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013(‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), Dr. Sangeeta Pandit (DIN 06748608) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 05, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby

appointed as an Independent Director of the Company not liable to retirement by rotation for a period of 3(three) consecutive years up to June 4, 2021”.

11. 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 149 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Debshankar Mukhopadhyay (DIN: 08194567), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 09,2018 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company hereby accords its approval for appointment of , Mr. Debshankar Mukhopadhyay (DIN: 08194567), Additional Director of the Company be and is hereby appointed currently as an Executive Director of the Company for a period of 3 years with effect from August 09,2018 and will be eligible for grant of Stock Options as may be decided from time to time by the Board or the Nomination and Remuneration Committee, whether as an Executive Director or otherwise, but currently without any remuneration.

“**RESOLVED FURTHER THAT** the Board or any other person authorized by the Board or the CFO or the Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds and things as

may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and in partial modification of the resolution passed by the Members on September 06, 2017 the consent of Members of the Company be and is hereby accorded to the appointment / re-designation of Mr. Mahesh Shetty for the period of 3 years, who was then designated as the Executive Director of the Company as the Whole time Director with effect from August 09, 2018 till the end of the tenure of his earlier appointment viz. July 16, 2020 on the same terms of appointment including remuneration mentioned therein”

“**RESOLVED FURTHER THAT** the Board or any other person authorized by the Board or the CFO or the Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Mandar Chavan
Company Secretary

Place: Mumbai
Date: August 09, 2018

Registered Office:
220, Flying Colors, 2nd Floor,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai - 400080
CIN: L80903MH2006PLC163888
E-mail: info@mteducare.com

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority as applicable.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
3. The Register of Members and Share Transfer books of the Company will be closed from September 17, 2018 to September 24, 2018 (both days inclusive).
4. As per current SEBI Regulations, dividend is required to be credited to shareholders' bank account through National Electronic Clearing Service (NECS), direct transfer wherever the facility is available and the requisite details / mandate have been provided by the shareholders. Shareholders desirous of availing of this facility may send the ECS form (available on the website of the Company), along with a Xerox copy the cheque pertaining to the bank account where the shareholders would like the payment to be credited, to their Depository Participants in case of shares held in dematerialized form or to the Company's Registrar and Share Transfer Agents ("RTA") in case of shares held in physical form.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
7. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2018, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered office of the Company or at email id info@mteducare.com
8. Electronic Copy of the Annual Report for 2017-18 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication. For Members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.mteducare.com
9. Members are requested to notify immediately about any change in their address/e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's new Registrar and Share Transfer Agent, M/s Link Intime India Private Ltd at C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.
10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect at any time during the business hours of the Company, the proxies lodged, provided not less than three day's notice in writing is given to the Company.
11. Members / proxies are requested to bring the duly filled attendance slip attached herewith to attend the meeting.
12. Pursuant to SEBI circular dated April 20, 2018, Members whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to furnish the same to the Registrar and Share Transfer Agent / Company for registration in the folio. Such Members are requested to provide their PAN and Bank particulars to the Registrar and Share Transfer Agent / Company. Further, in respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.
13. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent. Members holding shares in dematerialised form may contact their respective Depository Participant/s.
14. The notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e

National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on the close of business hours on August 24, 2018.

15. E-voting In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide equity shareholders facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this Notice shall commence from September 21, 2018 at 9:00 a.m. and will end on September 23, 2018 at 5:00 p.m. During this period equity shareholder of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 17, 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
16. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. The voting rights of Members either by way of remote e-voting prior to the meeting or by way of Ballot / Poll Paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date of September 17, 2018.
19. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/ Poll Paper by all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
20. The Company has appointed M/s Manish Ghia & Associates, Company Secretaries, and Mumbai as Scrutinizer to conduct remote e-voting process as well as Ballot / Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.
21. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast to the Non- Executive Chairman, who shall countersign the same and declare the results of the voting forthwith.
22. The Results declared along with the Scrutinizer's report shall be placed on the website of the Company www.mteducare.com and shall also be communicated to the Stock Exchanges and Central Depository Services [India] Limited [CDSL]. The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.
23. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on September 21, 2018 at 9:00 a.m. and ends on September 23, 2018 at 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 (record date) of September 17, 2018 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 / Members
 - (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 <MT Educare Limited> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 linked in the login 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.

(xx) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No 00240)

to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2019 on a remuneration of ₹ 60,000/- (Rupees Sixty thousand) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2019.

Your Board recommends the ordinary resolution as set out in Item No. 4 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 4.

Item No. 5

The Board approved the amendment to the Articles of Association of the Company reflecting the provisions of the Shareholders Agreement dated February 14, 2018 entered into between the Company, Mr. Mahesh Raghu Shetty (Existing Promoter) and Zee Learn Limited (New Promoter) and also realigning the same with provisions of Companies Act, 2013.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. The draft Articles of Association are available 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. to 5:00 p.m. upto the date of this Annual General Meeting and the same are also available on the Company website www.mteducare.com and shall also be available for inspection at the AGM.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Himanshu Mody with effect from June 05, 2018 as an Additional Director (categorized as 'Non-Executive Director') of the Company liable to retire by rotation. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013

("Act") from a Member signifying his intention to propose the appointment of Mr. Himanshu Mody as a Director (categorized as 'Non-Executive Director-Chairman') of the Company. Mr. Himanshu Mody is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The profile and specific areas of expertise of Mr. Himanshu Mody are provided as below:

Name of the Director	Mr. Himanshu Mody
DIN	00686830
Date of Appointment	June 5, 2018
Qualification	MSC in Finance, MBA
Expertise in specific functional Areas	Mr. Himanshu Mody has experience of over a decade in various Corporate Strategy, Fund raising and Mergers & Acquisitions
No. of Equity Shares held	Nil
Directorships held in Indian Public Companies as on August 9, 2018	
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.6 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Himanshu Mody (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

Item No. 7 and 8

The Board members considered the recommendation of the Nomination & Remuneration Committee and approved the appointment of Mr. Ajey Kumar currently as an Executive Director of the Company for a period of 3 (three) years with effect from June 05, 2018.

The Board members also approved Mr. Ajey Kumar proposal that currently he shall not draw any salary from the Company, however, he will be eligible to be provided Stock Options as may be decided from time to time by the Board or the Nomination and Remuneration Committee, whether as an Executive Director or otherwise.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("Act") from a Member signifying his intention to propose the appointment of Mr. Ajey Kumar as a Director (categorized as 'Executive

Director') of the Company. Mr. Ajey Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The profile and specific areas of expertise of Mr. Ajey Kumar are provided as below:

Name of the Director	Mr. Ajey Kumar
DIN	02278096
Date of Appointment	June 5, 2018
Qualification	B.E. (E&C), MBA
Expertise in specific functional Areas	He is senior professional who has global experience in Strategy, Business Leadership, Turnarounds and Startups. He has worked in reputed companies like HUL, Lupin, Ethypharm etc. and has expertise in areas like Consumer goods, Life Sciences, Wellness, Education, Services, Real Estate etc
No. of Equity Shares held	Nil
Directorships held in Indian Public Companies as on August 9, 2018	1
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary/ Special Resolution at Item no.7 and 8 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajey Kumar (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

Item No.9

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the

Company appointed Dr. Manish Agarwal as an Additional Director of the Company in the category of Independent Director effective from June 05, 2018. Pursuant to the provisions of Section 161 of the Act and Article 101 of the Articles of Association of the Company, Dr. Manish Agarwal will hold the office till next Annual General Meeting.

As per the Companies (Amendment Act), 2017, exemption is provided under Section 160 of the Companies Act, 2013 from the requirement of deposit of an amount of ₹ 1 lakh, if the director appointed is an Independent Director recommended by the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013. Accordingly, Dr. Manish Agarwal being appointed as an Independent Director recommended by the Nomination and Remuneration Committee at its meeting held on June 05, 2018, the requirement of deposit of amount for his candidature does not arise.

The Company has received from Dr. Manish Agarwal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Dr. Manish Agarwal as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) years commencing from June 05, 2018 until June 04, 2021.

In the opinion of the Board, Dr. Manish Agarwal fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Dr. Manish Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

The profile and specific areas of expertise of Dr. Manish Agarwal are provided as below:

Name of the Director	Dr. Manish Agarwal
DIN	02069969
Date of Appointment	June 5, 2018
Qualification	Orthopaedic Oncologist
Expertise in specific functional Areas	Dr. Manish Agarwal is an Orthopaedic Oncologist involved in clinical, teaching and research work. He has been member of various professional organisations and has been recipient of various prestigious awards/medals like Shree Jairamdas Berry Gold Medal, Gold Medal for Orthopaedic Surgery. He has contributed articles in various publications and authored various books in area of is specialization
No. of Equity Shares held	Nil
Directorships held in Indian Public Companies as on August 9, 2018	1
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no. 9 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Manish Agarwal (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

Item No.10

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Dr. Sangeeta Pandit as an Additional Director of the Company in the category of

Independent Director effective from June 05, 2018. Pursuant to the provisions of Section 161 of the Act and Article 101 of the Articles of Association of the Company, Dr. Sangeeta Pandit will hold the office till next Annual General Meeting.

As per the Companies (Amendment Act), 2017, exemption is provided under Section 160 of the Companies Act, 2013 from the requirement of deposit of an amount of ₹1 lakh, if the director appointed is an Independent Director recommended by the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013. Accordingly, Dr. Sangeeta Pandit being appointed as an Independent Director recommended by the Nomination and Remuneration Committee at its meeting held on June 05, 2018, the requirement of deposit of amount for her candidature does not arise.

The Company has received from Dr. Sangeeta Pandit (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Dr. Sangeeta Pandit as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) years commencing from June 05, 2018 until June 04, 2021.

In the opinion of the Board, Dr. Sangeeta Pandit fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Dr. Sangeeta Pandit as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days.

The profile and specific areas of expertise of Dr. Sangeeta Pandit are provided as below:

Name of the Director	Dr. Sangeeta Pandit
DIN	06748608
Date of Appointment	June 5, 2018
Qualification	CA, PhD in Commerce & Management
Expertise in specific functional Areas	She has about 30 (thirty) years of experience and expert knowledge in the areas of audit and representative practice, statutory and internal audits and tax and finance related matters. She was editor of Bombay Chartered Accountants Society's Referencer, a reckoner used by chartered accountants. She authored couple of books published by Bombay Chartered Accountants Society
No. of Equity Shares held	Nil
Directorships held in Indian Public Companies as on August 9, 2018	3
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no. 10 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Sangeeta Pandit (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

Item No.11 and 12

The Board members considered the recommendation of the Nomination & Remuneration Committee and approved the appointment of Mr. Debshankar Mukhopadhyay currently as an Executive Director of the Company for a period of 3 (three) years with effect from August 09, 2018.

The Board members also approved Mr. Debshankar Mukhopadhyay proposal that currently he shall not draw any salary from the Company, however, he will be eligible to be provided Stock Options as may be decided from time to time by the Board or the Nomination and Remuneration Committee, whether as an Executive Director or otherwise.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("Act") from a Member signifying his intention to propose the appointment of Mr.

Debshankar Mukhopadhyay as a Director (categorized as 'Executive Director') of the Company. Mr. Debshankar Mukhopadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The profile and specific areas of expertise of Mr. Debshankar Mukhopadhyay are provided as below:

Name of the Director	Mr. Debshankar Mukhopadhyay
DIN	08194567
Date of Appointment	August 9, 2018
Qualification	B.com, PG in Business Management.
Expertise in specific functional Areas	Mr. Debshankar Mukhopadhyay is having over 23 years of solid experience in the educational (schools, vocational skills & enterprise solutions) & financial sector in South Asia. He is also a seasoned leader with strong execution skills with indepth knowledge of markets, profit and loss management, channel and people management experience.
No. of Equity Shares held	Nil
Directorships held in Indian Public Companies as on August 9, 2018	Nil
Relationship with any other Director inter-se	None

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.11 and 12 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Debshankar Mukhopadhyay (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

Item No.13

Mr. Mahesh Shetty is the Promoter of the Company and is associated with the Company since its inception. The Board members considered the recommendation of the Nomination & Remuneration Committee and approved the re-appointment of Mr. Mahesh Shetty as the Managing Director of the Company for term of 3 (three) years with effect from July 17, 2017

Pursuant to the share subscription agreement entered into between the Company, Zee Learn Ltd. and Mr. Mahesh Shetty dated February 14, 2018 Mr. Mahesh

Shetty shall cease to be the Chairman and Managing Director of the Company. Accordingly, the Board was in receipt of the resignation / cessation of Mr. Mahesh Shetty from the post of Chairman and Managing Director of the Company with effect from June 05, 2018; however he shall continue to be a Director of the Company.

The Board members further considered the recommendation of the Nomination and Remuneration Committee for appointing / re-designating Mr. Mahesh Shetty, Director of the Company as the Whole time Director with effect from August 09, 2018 till the end of the tenure of his earlier appointment upto July 16, 2020, on the same terms and conditions of appointment including remuneration.

The profile and specific areas of expertise of Mr. Mahesh Shetty are provided as below:

Name of the Director	Mr. Mahesh Shetty
DIN	01526975
Date of Appointment/ Re-designation	August 9, 2018
Qualification	Bachelor's degree in Science and Education
Expertise in specific functional Areas	33 years of rich experience in education sector
No. of Equity Shares held	1,70,36,803
Directorships held in Indian Public Companies as on August 9, 2018	Nil

Relationship with any other Director inter-se

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.13 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Mahesh Shetty (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution and except to the extent of their shareholding in the Company, if any.

By order of the Board

Place: Mumbai
Date: August 09, 2018

Mandar Chavan
Company Secretary

Map of AGM Venue

