

Ref: MTEL/AS/2018/010

February 16, 2018

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 ISIN : INE472M01018	Scrip Code: MTEDUCARE

Dear Sir / Madam,

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

Pursuant to the Regulations 29 and 30 read with Paragraph A of Part A of the Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Extra Ordinary General Meeting (hereinafter "EGM") of the Members of the Company to be held on Monday, 12th March, 2018 at 11.00 a.m. at Anthurium Banquet, 5th floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai - 400080.

The Notice of the EGM along with Explanatory Statement, Attendance Slip and Proxy Form will be made available on the Company's website at the web link;
<http://www.mteducare.com>

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours sincerely,
For **MT Educare Limited**


Raju M. Bamane
Company Secretary & Compliance Officer



Encl: as above



MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din DayalUpadhyayMarg,
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

Notice is hereby given that an Extra-ordinary General Meeting of the Members of MT Educare Limited will be held on Monday, the 12th day of March, 2018 at 11.00 a.m. at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai – 400080 to transact the following business.

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT, pursuant to provisions of section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the Company be increased from the present Rs. **520,000,000/-** (Rupees **Fifty Two Crores Only**) divided into **52,000,000** equity shares of Rs.10/- (Rupees Ten) each to Rs. **800,000,000/-** (Rupees **Eighty Crores Only**) divided into **80,000,000** equity shares of Rs.10/- (Rupees Ten) each ranking pari-passu with the existing shares of the Company;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V(a) by the following Clause V(a):

"The Authorised Share Capital of the Company is Rs. **800,000,000/-** (Rupees **Eighty Crores Only**) divided into **80,000,000** equity shares of Rs.10/- (Rupees Ten) each.

Any shares of the original or increased capital may from time to time be issued with guarantee or any rights of preference whether in respect of dividend or of payment or capital, or both or any other special privilege or advantage over any shares previously issued, or then about to be issued, or with deferred or qualified rights compared with any shares previously issued, or subject to any provisions or conditions, and with any special rights of limited right or without any right of voting and generally on such terms as the company may from time to time determine."; and

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the registrar of companies and stock exchanges and execution of any

documents on behalf of the Company and to represent the Company before any governmental authorities;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. PREFERENTIAL ALLOTMENT OF EQUITY SHARES

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read applicable rules (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"ICDR Regulations"**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**), and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to 31,964,200 equity shares of the Company of the face value of Rs.10 (Rupees Ten)each (**"Equity Shares"**) at a price of Rs.62.57/- Rs.62.57 (Rupees Sixty Two and Fifty Seven Paisa) each (including a premium of Rs.52.57/- Rs.52.57 (Rupees Fifty Two and Fifty Seven Paisa) each per Equity Share aggregating to an amount upto Rs. 200,000,000/- (Rupees Two Hundred Crores Only) approximately to Zee Learn Limited, a listed Indian company having CIN L80301MH2010PLC198405 (**"Proposed Allottee"**);

RESOLVED FURTHER THAT approval of the Board be and is hereby granted for the execution of the Share Subscription Agreement and the Shareholders' Agreement to be entered into by and between the Company, Proposed allottee and Mr. Mahesh Shetty, being the Promoter of the Company (draft of which were tabled at the meeting), the Definitive Agreement and such other deeds, documents publications, writings, announcements with respect to the Preferential Allotment and do all deed and things as may be required for the same and Board authorise Mr. Mahesh Shetty, Chairman & Managing Directors of the Company to sign definitive agreement (as given in Share Subscription Agreement) for the above mentioned preferential allotment to the Proposed Allottee.

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of Equity Shares, shall be 9th February 2018 i.e. thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to file the return of allotment of Equity Shares in Form PAS - 3 with the ROC within 15 (fifteen) days of allotment of equity shares along with a complete list of allottees as required under Rule 14(4) of the Companies (Prospectus and Allotment of Securities) Rules, 2014;

RESOLVED FURTHER THAT in accordance with Regulation 74(1) of the ICDR Regulations, the Equity Shares shall be allotted within a period of 15 days from the date of passing of this special resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary permissions and approvals from BSE and NSE;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *paripassu* with the existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditor of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations;

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited ("**NSDL**") and Central Depository Services Limited ("**CDSL**") for admission of the new Equity Shares;

RESOLVED FURTHER THAT the directors of the Company be and are hereby, jointly and severally, authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the Equity Shares and for the admission of such Equity Shares with the depositories, *viz.* NSDL and CDSL, and for the credit of the Equity Shares to the demat account of the Proposed Allottee;

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with ICICI Bank Limited or any other schedule commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the BSE, NSE and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. APPROVAL FOR MT EDUCARE LIMITED EMPLOYEE STOCK OPTION SCHEME 2018

To consider and if thought fit, to pass the following as a Special Resolution:

RESOLVED THAT in accordance with the provisions contained in Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Regulation entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the company (hereinafter referred to as the “Board”) or as may prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board in its sole discretion, the consent of the member(s) be and is hereby accorded to approve the MT Educare Limited Employee Stock Option Scheme – 2018 in accordance with the Companies Act, 2013 and SEBI (Share Based Employee Benefit) Regulations, 2014 and to create, issue, offer and allot from time to time, in one or more tranches employee stock options not exceeding 5% of the expanded post preferential allotment Issued, Subscribed Paid up Share Capital of

the Company to permanent employees of the Company, its holding Company/ies / its subsidiary company/ies, whether working in India or out of India and Directors of the company/ its holding company/ies / subsidiary company/ies including any Whole-time Directors, from time to time, in one or more tranches, detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the non executive Director of the company be granted in aggregate up to a maximum of 5% of the expanded post preferential allotment Issued, Subscribed Paid up Share Capital of the Company's options under the Scheme.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock split or consolidation, change in capital structure, merger, amalgamation, sale of division or other re-organisation, change in capital and others, the number of shares to be allotted and the price of acquisition of the shares by the aforesaid allottees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company; or as the number of shares to be allotted under the Options bear to the revised number of shares after such corporate action, without affecting any other rights or obligations of the said option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the Stock Exchanges and other guidelines, rules and regulations as may be applicable."

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination & Remuneration Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).

4. APPROVAL FOR EXTENDING BENEFITS OF MT EDUCARE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2018 TO THE EMPLOYEES OF SUBSIDIARY COMPANY / IES:

To consider and if thought fit, to pass the following resolution as Special Resolution.

"RESOLVED THAT in accordance with the provisions contained in Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Regulation entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the company (hereinafter referred to as the "Board") or as may prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board in its sole discretion, the consent of the member(s) be and is hereby accorded to approve the MT Educare Limited Employee Stock Option Scheme – 2018 in accordance with the Companies Act, 2013 and SEBI

(Share Based Employee Benefit) Regulations, 2014 to create, issue, offer and allot from time to time, in one or more tranches Employee Stock Options not exceeding the overall specified limit specified under the scheme to permanent employees of the subsidiary companies of the Company whether working in India or out of India and Directors of the subsidiary companies including any Whole-time Directors, from time to time, in one or more tranches, detailed in the explanatory statement annexed hereto.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination & Remuneration Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

5. APPROVAL FOR EXTENDING BENEFITS OF MT EDUCARE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2018 TO THE EMPLOYEES OF HOLDING COMPANY / IES:

To consider and if thought fit, to pass the following resolution as Special Resolution.

“RESOLVED THAT in accordance with the provisions contained in Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Regulation entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the company (hereinafter referred to as the “Board”) or as may prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board in its sole discretion, the consent of the member(s) be and is hereby accorded to approve the MT Educare Limited Employee Stock Option Scheme – 2018 in accordance with the Companies Act, 2013 and SEBI (Share Based Employee Benefit) Regulations, 2014 to create, issue, offer and allot from time to time, in one or more tranches Employee Stock Options not exceeding the overall specified limit specified under the scheme to permanent employees of the Holding Company, whether working in India or out of India, and Directors of the holding companies including any Whole-time Directors, from time to time, in one or more tranches, detailed in the explanatory statement annexed hereto.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination & Remuneration Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

6. APPROVAL OF THE GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE YEAR, EQUAL TO OR EXCEEDING ONE PERCENT OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTION.

To consider and if thought fit, to pass the following resolution as Special Resolution.

“RESOLVED THAT in accordance with Regulation 6(3)(d) of the SEBI (Share Based Employee Benefit) Regulations, 2014, consent of the member(s) be and is hereby accorded for the grant of Stock Options to the identified employees, during any one year equal to or exceeding 1% of the expanded post preferential allotment, issued, subscribed and paid-up capital of the Company at the time of grant of option.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination & Remuneration Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

Registered Office:

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

Date: February 14, 2018

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

Mahesh R. Shetty
Chairman & Managing Director
DIN: 01526975

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. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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 submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution /authority, as applicable.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of this Notice.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send the certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 together with their respective specimen signature authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Extra Ordinary General Meeting.
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.

7. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
8. 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.
9. 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.

10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
11. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
12. Members may note that the Notice of Extra Ordinary General Meeting will be available on the Company's website viz. www.mteducare.com for their download. A printed copy of the Notice will be furnished to the member, free of cost upon receipt of a duly signed request for the same.
13. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
14. Members/Proxies are requested to bring their Attendance Slip duly filled in assigned.
15. Route Map for the venue of the ensuing Extra Ordinary General Meeting of the Company, is appearing at the end of the Notice.
16. Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting (EOGM) of the Company dated 12th March, 2018. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through ballot/polling paper shall also be made available at the venue of the EOGM. The members attending the meeting, who have not already 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 vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EOGM.

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on March 9, 2018 at 9.00 a.m. and ends on March 11, 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 of March 6, 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.
- (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 **MT Educare Limited**.
- (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 login 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. 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.

These details and instructions form an integral part of the Notice of Extra Ordinary General Meeting to be held on Monday, 12th March, 2018.

(A) General:

- (a) In case of any queries or issues regarding e-voting, members 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.
- (b) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 6th March, 2018.
- (c) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 6th March, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- (d) However, if members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting the vote. If they forget their password, they can reset their password by using “Forgot User Details/Password” option available on www.evotingindia.com.
- (e) A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.
- (f) The facility of voting through polling papers shall also be made available at the venue of the EOGM for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
- (g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.
- (h) In case, shareholders cast their vote through both remote e-voting and voting through polling paper, then vote casted through remote e-voting shall be considered and vote casted through polling paper shall be treated as invalid.

- (i) Ms. Priti j. Sheth of M/s. Priti J Sheth & Associates, (Membership No. 6833) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (j) The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 48 hours of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (k) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after its declaration by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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.

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION

- I.** It is proposed that the authorised share capital of the Company be increased from Rs. **520,000,000/-** (Rupees **Fifty Two Crores Only**) divided into **52,000,000** equity shares of Rs.10/- (Rupees Ten) each to Rs. **800,000,000/-** (Rupees **Eighty Crores Only**) divided into **80,000,000** equity shares of Rs.10/- (Rupees Ten) each.
- II.** Section 61(1)(a) of the Companies Act, 2013 (“**Act**”) read with Article 5 of the Articles of Association, permits the Company to increase its authorised share capital. In terms of Section 61(1)(a) read with Section 110 of the Act, the Company can increase its authorized share capital only by passing an ordinary resolution.
- III.** The Board at its meeting held on 14th February, 2018, considered and approved the increase in authorised share capital of the Company and consequent amendment to the memorandum of association of the Company, subject to approval of the shareholders.
- IV.** In terms of Sections 13 and 61 of the Companies Act, 2013, approval of the members by way of an Ordinary Resolution is required to increase the authorised share capital of the Company. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company and will also be made available at the Meeting.

None of the directors, managers and key managerial personnel of the Company or their relatives are concerned with or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2: PREFERENTIAL ALLOTMENT OF EQUITY SHARES

The special resolution as mentioned under item No.2 proposes to authorize the Board to issue and allot up to 31,964,200 equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each (“**Equity Shares**”) at a price of Rs.62.57 (Rupees Sixty Two and Fifty Seven Paisa) each (including a premium of Rs.52.57/- (Rupees Fifty Two and Fifty Seven Paisa) each per Equity Share aggregating to an amount upto Rs. 200,000,000/- (Rupees Two Hundred Crores Only) approximately in such manner and on such terms of conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR**”

Regulations”) and in compliance with Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

I. Objects of the issue through Preferential Offer

The proceeds of the preferential offer are proposed to be used to fund the Company's growth capital requirements, general corporate purposes, strategic acquisitions, maintenance of adequate liquidity for future requirements in line with the growth strategy of the Company.

II. The total number of equity shares to be issued

Up to 31,964,200 (Three Crores Nineteen lakhs Sixty Four Thousand and Two Hundred) Equity Shares.

III. Terms of Issue of the Equity Shares

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects including dividend.

IV. Pricing of the Issue and Relevant Date

The Equity Shares will be issued at such a price of Rs.62.57 (Rupees Sixty Two and Fifty Seven Paise) each (including premium) being a price which is higher than the highest price arrived at as per the provisions stipulated in Chapter VII of the ICDR Regulations (Regulation 76) i.e., the minimum price at which equity shares shall be issued shall be the higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

“Relevant Date” shall be 9th February 2018 i.e. 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

V. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

The entire issue of Equity shares will be made to Investor) and none of the Equity shares are being subscribed by the promoters/directors/key management persons of the Company.

VI. Shareholding pattern before and after the Preferential Issue

		Pre-Preferential issue Shareholding (as of 9th February, 2018)		No. of Equity Shares Proposed to be issued	Post-Preferential issue Shareholding (after allotment of equity shares)*	
	Category	No.	%		No.	%
A	Promoter's Holding					
1.	Indian:					
	Individual /HUF	17,036,803	42.784	0	17,036,803	23.733
	Bodies Corporate	0	0.00	31,964,200*	31,964,200	44.528
	Sub-Total	17,036,803	42.784	31,964,200	49,001,003	68.261
2.	Foreign Promoters	0	0.00	0	0.00	0.000
	Sub Total (A)	17,036,803	42.784	0	49,001,003	68.261
B	Non Promoter's holding:					
1.	Institutional Investors	541	0.001	0	541	0.001
2.	Non Institution:					
	Private Corporate Bodies	36,13,231	9.074	0	36,13,231	5.033
	Directors and Relatives	19,28,551	4.843	0	19,28,551	2.687
	Indian Public	1,19,11,486	29.913	0	1,19,11,486	16.593
	Others (Including NRIs)	53,30,172	13.385	0	53,30,172	7.425
	Sub Total (B)	22,783,981	57.215	0	22,783,981	31.738
	Grand Total (A+ B)	39,820,784	100.00	31,964,200	71,784,984	100.00

**The post issue shareholding is based on assumption of subscription and allotment of 31,964,200 equity shares as proposed in the resolution set out at in this EGM Notice. Subject to the approval of the shareholders and Board, the actual post issue shareholding may vary based on actual subscription and allotment made.*

**** Currently Zee Learn Limited is a Non Promoter and post Open Offer will be classified as Promoter.**

VII. Proposed time within which the allotment shall be completed

The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing of this resolution or where the approval of any statutory authority is pending or required, the allotment will be completed within 15 days from date of such approval.

VIII. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee.

The allottee is a Company Listed on Stock Exchanges and therefore disclosure w.r.t ultimate beneficial owners under Regulation 73 (1) (e) of SEBI (ICDR) Regulations, 2009 is not applicable.

IX. Names of the Proposed Allottee and the percentage of the post preferential issue that may be held by them:

Name of Proposed Allottee	Category/ Class of Subscriber	Pre- Preferential issue Shareholding (as of 9 th February, 2018)		Post-Preferential issue Shareholding (post preferential allotment of equity shares)	
		No.	%	No.	%
Zee Learn Limited	Non-Promoter*	-	-	31,964,200	44.528

*** Currently Zee Learn Limited is a Non Promoter and post Open Offer will be classified as Promoter.**

X. Change in control, if any, in the Company that would occur consequent to the preferential issue:

Pursuant to the allotment of the Equity Shares under the preferential issue to the Proposed Allottee, the Proposed Allottee will hold up to 31,964,200 Equity Shares amounting to 44.528% of the equity share capital of the Company. The Proposed Allottee shall be making an open offer to the public shareholder of the Company in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Open Offer**”). On completion of the preferential issue and the Open Offer, the Proposed Allottee shall acquire control of the Company and shall also be disclosed as a promoter of the Company. Mr. Mahesh Raghu Shetty shall continue to be promoter of the Company.

XI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year, the company has not issued any equity shares on preferential basis till now.

XII. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

XIII. Undertaking

As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

XIV. Lock In period

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The Equity Shares allotted on preferential basis to the Proposed Allottee, shall be locked-in for a period of three years from the date of the trading approval granted for the Equity Shares to be allotted, provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of the trading approval. Provided, further the Equity Shares allotted in excess of the twenty per cent. shall be locked-in for one year from the date of the trading approval granted for the Equity Shares to be allotted.

XV. Statutory Auditor's Certificate

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

XVI. Other Disclosures

a. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.

b. None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the members by way of a Special Resolution is required to issue the Equity Shares on private placement/preferential allotment basis. Hence, the Board recommends the resolution proposed at Item No.2 for your approval by way of a Special Resolution.

ITEM NO. 3, 4, 5: MT EDUCARE LIMITED EMPLOYEE STOCK OPTION SCHEME, 2018

The MT Educare Employee Stock Option Scheme 2016 has played an important role in motivating the Employees & Directors in contributing to the performance and profitability of the Company. In view of the planned further growth, new hiring anticipated and in order to further enhance Employee & Director motivation, additional Stock Options may need to be granted to the Employees & Directors of the Company in future.

Hence it is proposed to approve and adopt the MT Educare Limited Employee Stock Option Scheme 2018 to increase the number of Stock Options equivalent to 5% of the expanded post preferential allotment Issued, Subscribed and Paid-up Share Capital of the Company, which is 3,589,249 Stock Options (5% of 71,784,984 Equity Shares of Rs.10/- each).

The Nomination & Remuneration Committee and the Board of Directors of the Company has approved and recommended the MT Educare Limited Employee Stock Option Scheme 2018 through resolutions passed at its meeting held on 14th February, 2018, subject to the approval of the Member(s) of the Company. Hence, the approval of member(s) is hereby sought to approve the MT Educare Limited Employee Stock Option Scheme, 2018.

The following are the salient features of the Scheme, and various disclosures as required in terms of the Companies Act, 2013 and the Rules thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as the "SEBI Regulations"), to be interpreted in conjunction with the rules of the MT Educare Limited Employee Stock Option Scheme, 2018 or its modifications as applicable:

1. Total number of options to be granted:

A number of options to be granted under the Scheme would equal to and shall not exceed 5% of expanded post preferential allotment Issued, Subscribed Paid up Share Capital of the Company i.e., 3,589,249 equity shares. It is also proposed to reserve maximum of 3,589,249 Options for grant to the Non Executive Directors (but excluding Employee who is a Promoter or belonging to the Promoter Group, Independent Directors and a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) of the Company from time to time. In the event of any corporate action(s) viz, bonus, consolidation of other reorganization of the capital structure of the Company, number of Options/ shares to be issued shall undergo fair, reasonable and appropriate adjustments pursuant to the SEBI Regulations. Each option when exercised would be converted into one Equity share of Rs.10/- each fully paid up. Any vested option(s) that lapse due to non-exercise or unvested option(s) that get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date.

2. Identification of classes of Employees entitled to participate in the Employee Stock Option Scheme:

All permanent Employees (including a Director, whether whole-time or not) of the Company, whether working in India or out of India, whether Employee of the company itself or its holding/ subsidiary company/ associate company shall be eligible to participate in the Scheme. Provided however that the following Employees of the Company shall not be eligible to participate in the Scheme:

- An employee who is a "Promoter" or belongs to Promoter Group as defined under the SEBI Regulations or
- A Director who either by himself or through his relatives or through any body corporate holds more than 10% of the issued and subscribed equity shares of the Company or
- Independent Directors

3. Transferability of employee stock options:

The stock options granted to an employee will not be transferable to any other person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee/option holder while in employment, the right to exercise all the vested options granted to him/her till such date shall be transferred to his/her legal heirs or nominees.

4. Requirements of vesting, period of vesting and maximum period of vesting:

The Options granted shall vest, not earlier than one year and not later than five years from the date of grant of options, so long as the employee continues to be in the employment of the Company, as the case may be. Vesting shall happen in one or more tranches, subject to such terms and conditions of vesting as specified in MT Educare Limited Employee Stock Option Scheme 2018 or its modifications thereof.

5. Exercise Price or Pricing Formula:

The Options would be granted at an exercise price equal to the 'market price' within the meaning as defined in the SEBI Regulation i.e. the latest available closing market price (on that stock exchange where there is highest trading volume) on the date prior to the date on which the options are granted to the Employees.

6. Exercise Period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of 4 years from the date of vesting of such options. The options will lapse if not exercised within the specified exercise period or such other period as may be decided by the Board.

7. Compliance with accounting policies:

The Company shall comply with the disclosure and the accounting policies specified in the SEBI Regulations, and/or such other guidelines or accounting standards as may be applicable, from time to time.

The aforesaid ESOP Scheme 2018 is not prejudicial to the interest of the eligible Employees and Option holders covered under the ESOP Scheme. Options granted to the Employees of the holding, subsidiaries or associate companies, if any, and to those Employees of the holding, subsidiaries or associate companies, if any, who have been transferred/ deputed from the Company shall also be within the overall limit of the options mentioned aforesaid.

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the ESOP Regulations and other applicable laws from time to time. The Board of Directors including the Nomination & Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2018.

As per the ESOP Regulations, any modification in the Employees Stock Option Schemes and any Grant of option, to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option by the Company requires approval of the members by way of special resolution.

Accordingly, approval of the members through special resolution is sought for the MT Educare Limited Employee Stock Option Scheme 2018 as set out under Item No.3, 4 & 5. As the Employee Stock Option Scheme provides for issue of shares to be offered to persons other than existing Members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013, and as per the SEBI Regulations.

A copy of the draft MT Educare Limited Employee Stock Option Scheme 2018 would be available for inspection (without any fee by the Member(s) during business hours (9:00 am to 5:00 pm) on all working days up to the date of this meeting at the registered office of the Company.

The Board recommends the special resolutions as set out in the notice for the Member's approval.

None of the Directors of the Company are in any way concerned or interested, in this resolution, except to the extent of any option that may be offered or securities that may be issued to them under the Scheme.

Item No.6:

As per Clause 6(3) of the SEBI Regulations, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent expanded preferential allotment of the issued capital of the company at the time of grant of option.

Further, the Company may identify certain Employee/s to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 6 provides that the Company may grant option equal to or exceeding one per cent but not exceeding 5 percent in one year to identified Employee/s or Director/s of the Company.

The draft copies of the Scheme are made available at the Registered Office of the Company for inspection. Accordingly your Directors recommend the Special Resolutions as set out in Item No. 6 of this notice in the best interests of the Company.

None of the Directors of the Company are in any way concerned or interested, in this resolution, except to the extent of any option that may be offered or securities that may be issued to them under the Scheme.

Registered Office:

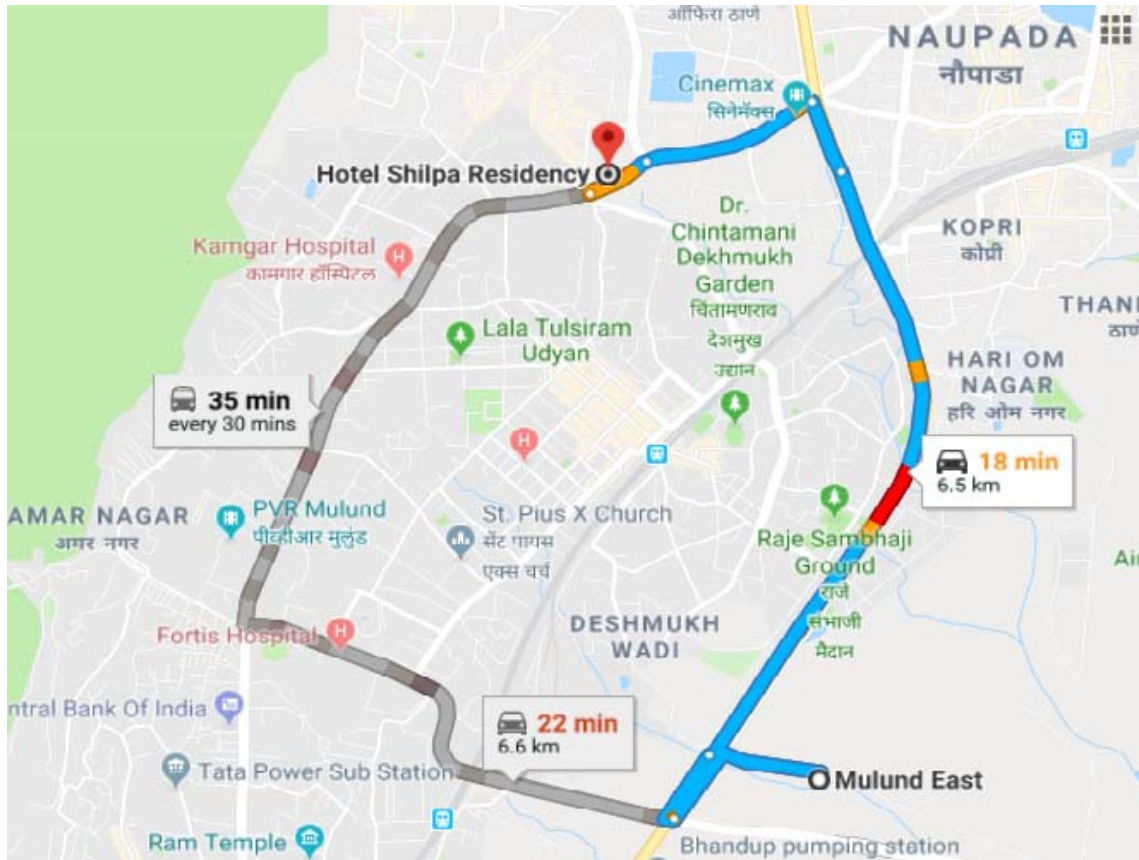
220, 2nd Floor, "FLYING COLORS"
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai 400 080.

Date: February 14, 2018

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

Mahesh R. Shetty
Chairman & Managing Director
DIN: 01526975

Route Map to reach the venue of the Extra-ordinary General Meeting





MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din DayalUpadhyayMarg,
L.B.S. Cross Road, Mulund (West), Mumbai 400080Email: 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 Monday the 12th March, 2018 at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai – 400080 at 11.00 a.m. and at any adjournment thereof in respect of such resolution as are 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	Increase in Authorised Share Capital and consequent amendment to Memorandum of Association
2	Preferential Allotment of Equity Shares
3	Approval for MT Educare Limited Employee stock Option Scheme 2018 of the company

4	Approval for extending benefits of MT Educare Limited Employee Stock Option Scheme, 2018 to the employees of subsidiary company / ies
5	Approval for extending benefits of MT Educare Limited Employee Stock Option Scheme, 2018 to the employees of Holding company / ies
6	Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.

Signed this ____ day of _____, 2018 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



MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din DayalUpadhyayMarg,
L.B.S Cross Road, Mulund (West), Mumbai 400080Email: info@mteducare.com

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

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Monday, the 12th March, 2018 at 11.00 a.m. at Anthurium Banquet, 5th floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai – 400080.

Signature of the Shareholder or Proxy _____

Shareholders / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

Shareholders / Proxy holder attending the meeting should bring his / her copy of the Notice for reference at the meeting.

Note: Please cut here and bring the above Attendance Slip to the Meeting

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password

Note: Please read the instructions provided in the Notice dated February 14, 2018 of the Extra Ordinary General Meeting. The Voting period begins on 9th March, 2018 (9.00 a.m.) and ends on 11th March, 2018 (5.00 p.m.) The voting module shall be disabled by CDSL for voting thereafter.