

Ref: MTEL/AP/2015/75

February 27, 2015

The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code : 534312	Scrip Code: MTEDUCARE
ISIN - INE473M01018	

Sub: Forwarding Notice of Postal Ballot

Dear Sir/ Madam,

We wish to state that the Company proposes to conduct Postal Ballot, wherein Members of the Company will consider approving the Resolution pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Notice of the Postal Ballot, together with Explanatory Statement and Postal Ballot Form is enclosed herewith.

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

Thanking you

Yours faithfully,
For MT Educare Limited


Ashwin M. Patel
Company Secretary

Encl: as above



MT Educare Limited

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

Corporate Identity Number (CIN): L80903MH2006PLC163888

Phone: 022 – 2593 7700 / 800 / 900 | Fax: 022 – 2593 7799

email: info@mteducare.com | website: www.mteducare.com

POSTAL BALLOT NOTICE

Dear Shareholders,

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

To authorize the Board of Directors or a Committee thereof, subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 and other provisions as are applicable, that in addition to the amounts already invested/loans made or guarantees provided by the Company, the Company do invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/ or to make loans to any of its subsidiary/associate companies and/or to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies, up to a limit of Rs.125 Crores, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

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

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

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Accordingly the Company is providing e-voting facility through Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Saturday, 28/3/2015, at 2.00 PM at the registered office of the Company onwards through the website of the Company (www.mteducare.com), by way of intimation to the Stock Exchanges on which the Company is listed and will also be published in newspapers. The date of declaration of the result shall be deemed to be the date of passing of the said resolution and that the declaration of results by the Chairman, as stated above shall be treated as declaration of results by the Chairman at the meeting of the shareholders as per the provision of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the provisions of Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), (a) to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or (b) to make loans to any of its subsidiary/associate companies and/or (c) to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies up to an aggregate amount not exceeding Rs.125 Crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company or its authorized representative be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

Registered Office:

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

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary

Place : Mumbai,
Date : February 4th, 2015



Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 13/02/2015.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 1800 hours on 26/03/2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by CDSL for voting thereafter.
4. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Members who do not receive the Postal Ballot Form may apply to the Registrar and Share Transfer ("R&T") Agents and obtain a duplicate thereof. Members can also download the Postal Ballot Form from Company's website www.mteducare.com.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Resolution No. 1

As per provisions of Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company can directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate beyond the prescribed ceiling of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Keeping in view the increased activities of the Company and as a measure of achieving greater financial flexibility and to enable the Company to provide guarantees/ securities, as may be required in connection with the financial assistance of Banks/ Financial Institutions and for other corporate purposes, it is considered desirable to empower the Board of Directors or any duly constituted committee thereof for giving any loan to any person or other body corporate or giving guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an amount not exceeding Rs. 125 Crores

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/ internal accruals and/or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends above resolution for approval of the Members by means of a Special Resolution through Postal Ballot

None of the Promoter, Directors, Key Managerial Personnel or their respective relatives is/are interested, whether financially or otherwise, in the Resolution No.1 of the accompanying Notice.

By Order of the Board of Directors
For MT Educare Limited

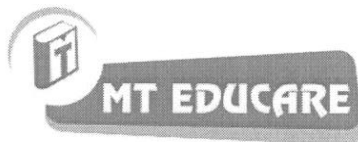
Ashwin M. Patel
Company Secretary

Place: Mumbai,
Date: February 4, 2015

Enclosures :

1. Postal Ballot Form
2. Postage Pre-paid Self-addressed Envelope





MT EDUCARE LIMITED

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

POSTAL BALLOT FORM

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

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

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

4. Number of share(s) held :

I/We hereby exercise my / our votes in respect of the resolution(s) set out in the Notice dated 04/02/2015 to be passed by means of Postal Ballot by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid)

Item No.1	Description	No. of Shares	(For) I/we assent to the Resolution	(Against) I/we dissent to the Resolution
(1)	Special Resolution under Section 186 of the Companies Act, 2013 authorizing the Board to (a) invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or (b) make loans to any of its subsidiary/associate companies and/or (c) give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies up to an aggregate amount not exceeding Rs.125 Crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS (Applicable for individual members only)

Electronic Voting Sequence Number (EVSN)	*Default Number

*Only members who have not updated their PAN with the Company / Depository Participants shall use default number in the PAN field.

1. Last date for receipt of Postal Ballot Form by the Scrutinizer: 6.00 pm on 26/03/2015
2. Please read all the instructions printed overleaf before exercising the vote



INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. A members desirous of exercising vote by postal ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the member by using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the member as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member. Holder of the Power of Attorney (POA) on behalf of member may vote on the postal ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned postal ballot forms will be rejected.
4. Duly completed postal ballot forms should reach the scrutinizer not later than the close of working hours (1800 hours) on 26/03/2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member(s) has not been received. The Members are requested to send the duly completed Postal Ballot Form well before 24/03/2015 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a member's share of the paid-up equity capital of the Company as on 13/02/2015.
6. Members are requested not to send any other paper / documents along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelope will be sent to the scrutinizers and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by postal ballot is not permitted through proxy.
8. There will be only one postal ballot form for every folio / client ID irrespective of the number of joint member(s).
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no postal ballot form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
12. The Scrutinizers decision of the validity of the postal ballot shall be final.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

A. In case of members receiving e-mail:

- (i) The voting period begins on 24/02/2015 at 9.00 am and ends on 26/03/2015 at 6.00 pm. 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 13/02/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ➤ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. 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.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

B. In case of Members receiving the Postal Ballot Form by Post:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

C. Other Instructions

1. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / Authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013. Shareholder voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on nilesh@ngshah.com with a copy marked to ashwinpatel@mteducare.com
2. Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.
3. The item(s) of business covered by this postal ballot will not be transacted at any General Meeting even though members who have not exercised their franchise the rough Postal Ballot might be present in person or through proxy at the meeting.
4. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Ashwin M. Patel, Company Secretary & Compliance Officer, MT Educare Limited., 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (West), Mumbai 400080.
Tel No. 022-2593 7700 / 800 / 900, Fax No. 022-2593 77 99 and email to: info@mteducare.com or ashwinpatel@mteducare.com

