

Ref: MTEPL/AP/2015/518

September 5, 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

Sub: Minutes of 9th Annual General Meeting

Dear Sir/ Madam,

In compliance with Clause 31(d) of the Listing agreement entered into by the Company with your good office, please find enclosed the minutes of the 9th Annual General Meeting of the Company held on 7th August, 2015 at 11.30 am at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S Road, Near State Bank Of India, Bhandup (West), Mumbai – 400 078

You are requested to kindly take the same on record.

Thanking you

Yours faithfully,
For MT Educare Limited
Ashwin M. Patel
Company Secretary

Encl: as above

HELD AT _____ ON _____ TIME _____

MINUTES OF THE PROCEEDINGS OF THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MT EDUCARE LIMITED HELD ON FRIDAY, THE 7TH DAY OF AUGUST, 2015 AT 11.30 A.M. AT JAINAM BANQUET HALL, JAINAM ARCADE, BTM COMPOUND, 100 LBS ROAD, NEAR STATE BANK OF INDIA, BHANDUP (WEST), MUMBAI - 400 078.

The 9th Annual General Meeting of the members of MT Educare Limited was held on Friday the 7th August, 2015 at 11.30 a.m. at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S Road, Near State Bank Of India, Bhandup (West), Mumbai - 400 078 when the following directors were present.

Mr. Mahesh R. Shetty	:	Chairman & Managing Director
Mr. Naarayanan Iyer	:	Director
Dr. Chhaya Shastri	:	Director
Ms. Drushti Desai	:	Director
Mr. Uday Lajmi	:	Director
Mr. Yatin Samant	:	Director
Mr. Ashwin M. Patel	:	Company Secretary
Mr. Yagnesh Sanghrajka	:	CFO in Attendance

84 members were present in person

1. Mr. Mahesh R. Shetty, being the Chairman of the Company, took the chair as provided in the Articles of Association of the Company and as the quorum was present, called the meeting to order and welcomed the shareholders and Board members on dais.
2. The Chairman then introduced each Board Member.
3. He then informed the members that the Company has received 23 proxies for 10,16,252 Equity shares, representing 2.55 % of the paid-up equity share capital.
4. The Chairman then addressed the members through a presentation and informed the members as under:
 - a. Geographic Growth: The Chairman stated that the Company has grown from 31 locations in 2007 to 128 locations in 2015 and from a single State to 6 States across India;
 - b. Brand Equity: The Chairman informed the members that "Mahesh Tutorials" is a 27 years old brand and enjoy decent brand equity amongst households in Mumbai. The Company is now striving to be a National Brand with its presence across various geographies in India.
 - c. Service Offerings: The Chairman stated that the Company caters to:
 - School Section* - Standard IX & X (All subjects) School coaching across various boards like Maharashtra, Gujarat, Karnataka State Board, ICSE, CBSE.
 - Junior College* - Standard XI & XII (Science and Commerce)
 - Entrance Exams* - CA-CPT, JEE Mains, JEE Advanced, MH-CET, AIIMS and AIPMT.
 - Graduation* - CA - IPCC, MBA Entrance (CAT & CET)
 - Post-Graduation* - CA - Final
 - Management of PU Colleges* in Karnataka
 - Sale of Content* under 'Robomate' brand

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CHAIRMAN'S INITIALS

HELD AT _____

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- d. Key Financial Highlights: While presenting the key financial highlights, the Chairman stated that:
- Consolidated operating income grew to Rs.227 crore, up by 12.50 % over last year
 - EBIDTA grew to Rs.47 crore, up by 10 %
 - Consolidated Net Profit of Rs.26 crore, up by 23%
 - Net worth increased by 12.23% and stood at Rs.125.73 crore
 - PAT margins have been steadily increasing from 8% in FY 10-11 to 11 % in FY 14-15
 - 82,110 students serviced in the year 14-15
 - Student Mix - School 41.90%, Science 27.40%, Commerce 28.80% & Other 1.90%
 - Revenue Mix - School 44.30%, Science 35.67%, Commerce 17.96% & Other 2.07 %
 - Dividend payout - 50 % in line with the Company policy. Board recommended final dividend of Rs.2.05 per equity share. Total Dividend for FY 14-15 will be Rs.2.65 per Equity Share.

- e. Major Developments in FY 2014-15: The Chairman stated that Company has brought changes in teaching methodology and created 'difference' in its offerings, which is a combination of content, hardware & software. He further stated that MT Educare is the only Company to offer its Services using Flipped Classroom / Learning Management System "LMS" in its centers which are equipped with the state of the art infrastructure facilities.

Chairman further narrated the perspective of LMS from Students, Parents & teachers point of view as under:

Students Perspective:

- Learn at his /her pace and time;
- View lectures and take tests as many times as he/she please;
- Learn as per his / her school/college time table;
- Assess his / her performance at Module level and address weak areas immediately.

Teachers Perspective:

- Identify individual student's performance and guide them to improve their weak areas at the module level;
- More time to assess students, clear doubts and improve their performance, rather than just teaching;
- Syllabus can be completed in a more organized manner.

Parents Perspective:

- Monitor child's attendance;
- Monitor child's performance in various tests;
- Monitor child's activities on the tab;
- Communicate with administrators.

- f. Academic Excellence: The Chairman then presented academic results of various streams and briefed the members as under:

Standard X (StateBoard - English)

- 2,230 students scored 90% aggregate and above - an all-time high
- Company's students being highest in Mumbai with 97.8% and four students scored more than 97%

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Science

- i. 7th All India Rank in IIT JEE Advanced
- ii. 4th All India Rank in AIIMS
- iii. 4 of Company's all India JEE-Main rankers scored above 300 marks
- iv. 55 students scored 90% aggregate & above
- v. 115 students scored 85% aggregate & above

Special Results:

- i. 52 KVPY Selections - Stage I
- ii. 25 NTSE Selections - Stage I
- iii. 27 RMO Selections - Stage I
- iv. 5 Science Olympiad selection - Stage I

Commerce

- i. 7th rank in top 50 - CA Final
- ii. 9th rank in top 50 - CA IPCC
- v. 123 students scored 90 % aggregate and above

MBA Entrance - 2363 top B-School calls till now

- g. Pre University (PU) College at Karnataka: The Chairman informed the members that Karnataka is a prime market and a hub for medical and engineering preparatory examinations in India.

The Company has already tied-up with eighteen pre-university colleges and is in advanced discussion with many others to provide a mix of coaching services and college management services.

He further informed the members that the Company is managing 18 pre-university colleges in various districts of Karnataka namely (a) Bangalore 5 locations (Nagarbhavi, Rajaji Nagar, Kanakpura, Chamrajpet, Yelahanka); (b) Belgam; (c) Chitradurga; (d) Dawangere; (e) Dharwar; (f) Gulbarga; (g) Hubli; (h) Kolar; (i) Mangalore; (j) Mysore, (k) Tumkur; (l) Udupi (m) Bidar (n) Mandya.

The number of students serviced under this model has grown more than four folds over the past 3 years, from 626 in FY12-13 to 4,493 in FY14-15. Members took note of the same.

- h. CSR Activities: While narrating the CSR activities, the Chairman informed the members that during the academic year 2014-15, your Company took responsibility of preparing over 14,000 students of Standard IX and 9,200 students of Standard X in 130 Brihan Mumbai Municipal Corporation ('BMC') Schools for their school and SSC Board exams respectively. Robomate was installed in 54 BMC schools having audio visual facility. Virtual lectures by Company's expert faculties were also conducted during vacation/before examination through V-SAT, which was relayed in all BMC schools.

He further stated that the passing percentage of students stood at 75% as compared to 58% in 2011-12. 26 student scored 90% and above, a record in itself. 168 students scored between 80% and 90% and more than 500 students scored between 65% and 75%.

He further stated that the Company is trying its best to ensure that more and more children from slums get rehabilitated by availing the services offered by the Company and passing their 10th grade exams and make a positive contribution to the Society.

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5. With the permission of the members, the notice convening the Annual General Meeting was taken as read.
6. The Chairman then requested the Company Secretary to read out the Auditors' Report. Few members present collectively said that the first and the last para of the report be read instead of reading the entire report. Some members stated that, if there is no audit qualification, there is no need to read the Auditors Report. Accordingly, the Auditors Report was taken as read.
7. The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & Rule 21 of Companies (Management and Administration) Rules, 2014, the Company had provided its members with the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). He further stated that the esteemed members present in this Annual General Meeting, who have not availed the electronic voting facility provided by the Company should also be given their right of vote on the resolutions as mentioned in the Notice, which is already being circulated and hence, the Chairman declared that Poll be conducted for all resolutions mentioned in the Notice, which is being circulated.

Before conducting the Poll, the Chairman invited members to offer their comments on the accounts for financial year 2014-15 and requested the members to be brief, to the point, avoid repetition and restrict their comments to not more than 3-4 minutes, so that other members who want to speak also gets an opportunity.

The following members then expressed their views, gave suggestions and asked questions on the operations and management of the Company as under..

- a. Mrs. Lekha Shah: Complemented for good performance of the Company, thanked for payment of Interim Dividend and declaration of Final dividend 2014-15 and coming out with a good and informative Annual Report. She further stated that the copy of Annual Report was informative and was received much in advance.
- b. Mr. Dinesh Kotecha: Complemented the Company Secretary for forwarding the soft copy of the Annual Report and stated that the Company will be completing 10 years of existence and casually asked the management about the 10th year celebration plan. He shared his observation with the management & members present and stated that (a) As compared to other quarters, Q4 was not strong. Weightage of other income was more as compared to operating income, which should reflect more in Net profit. Employee cost has increased by around 40% and direct cost has also increased and suggested that these costs should be controlled by keeping specified caps in terms of percentage to revenues. (b) There are no extra ordinary items or prior period item in the Balance Sheet, which is a good sign (c) In order to create value for the shareholders, the paid-up share capital of the Company should be reduced and that the existing face value of the Equity shares of Rs.10/- each fully paid-up be reduced to Rs.5/- each and paying back Rs.5/- to the shareholders. This can be done by paying less percentage of dividends, say 15% - 20% (instead of paying 50% of the net profits) and accumulating funds over 3 - 4 years and quoted certain Industry examples on the same.
- c. Mr. Anil Parekh: Complemented Management & team MT Educare for good performance of the Company and presenting strong and informative Balance Sheet. He was also of the view that less dividend be declared and instead company should go for buy-back of shares. Mr. Parekh stated that the dividend payout be restricted between 20% - 25% instead of 50

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%, which is the Company's Policy. Mr. Parekh sought clarification on (i) Robomate Product i.e. how it works and helps students? (ii) Why do the Company need borrowed money, resulting in finance cost, when it generally collects fees in advance?

Mr. Parekh further congratulated the management team for (i) the CSR activity of BMC School project and (ii) subsidiary companies generating profits.

- d. Mr. Mehul Haria: He sought clarification/ shared his views on various points as under: (a) movements in loans & advances is showing negative cash flow, which may be due adjusting / separating figures between inner and outer column (b) why long term borrowings were cleared / repaid within a year, if they were in the nature of long term? (c) What are the operating margins in Government grants? Has the grants directly contributed to Net Profit? (d) What is the total final consideration paid for acquisition of Lakshya? (e) Loans given to others have substantially increased - please let us know reasons for the same (f) what does loan processing cost represents? (g) At what rate of interest does the Company borrow and lend funds? (h) Certain courses in Commerce stream have been discontinued - are other commerce courses doing well? Why enrolments in Commerce division are declining? Does the Company have a good command over CA business? (i) Majority of the shares (i.e. 89.18%) are held by few shareholders (107 shareholders). Few big Investors who had bought shares during the IPO have sold their shares - What is the reason of their exit? When will the small shareholders get return on their investments? (j) What is the rent payable for Pre University College? (k) Geographic locations have been reduced from 136 to 128 locations - what is/are the reason(s) of closing down centers? (l) What does Non competence fees in Fixed Asset schedule represents? (m) Content cost has increased by Rs.440.60 Lacs whereas the fees have not increased in the same proportion - Please clarify?

He further suggested that layout of Cash flow should be proper and easy to understand.

The Chairman thanked the members for all their good wishes and compliments. He thanked the members for showing keen interest in the operations of the Company and making useful suggestions. The Chairman thereafter replied to the questions asked by the members and explained how Robomate works, narrating its advantages to the students as well as teachers.

The Chairman then stated that Poll be conducted and requested members (who have not casted their votes electronically) to cast their vote(s) by dropping the dully filled in ballot paper in the ballot box kept on the stage, which was sealed in front of the members.

Members present in the meeting, casted their vote(s) by dropping the dully filled in ballot paper in the ballot box.

After all members having casted their votes, the Chairman, on behalf of the Board, thanked the esteemed shareholders, for the continued trust and support. The Chairman also thanked all the employees and learned faculties of the Company for their sustained efforts to help the Company reach where it is today. Chairman requested the members to join for lunch.

VOTE OF THANKS:

There being no other business, the Chairman declared the meeting as over.



CHAIRMAN

CHAIRMAN'S INITIALS