



## MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

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

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

Notice is hereby given that the Extra Ordinary General Meeting of the members of MT Educare Limited will be held on Wednesday the 17<sup>th</sup> February, 2016 at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S Road, Bhandup (West), Mumbai 400078 at 11.30 a.m to transact the following business:

#### Item No.1: MT Educare Employee Stock Option Scheme - 2016

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013 (“the **Act**”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the **SEBI ESOS Regulations**”), **SEBI** (Listing Obligations and Disclosure Requirements) **Regulations, 2015** (“the **SEBI LODR Regulations**”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Shareholders be and is hereby accorded to introduce and implement the 'MT Educare Employee Stock Option Scheme - 2016' (“the **ESOS - 2016**”) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and Independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “**Employees**”) selected on the basis of criteria decided by the Board under the ESOS – 2016, such number of stock options convertible into Equity Shares of the Company (“**Options**”), in one or more tranches, not exceeding 2.01% of the paid up equity share capital of the Company as on 31 December 2015 i.e. not exceeding 8,00,000 equity shares of face value of Rs.10/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOS - 2016, and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares directly to the eligible Employees upon exercise of Options from time to time in accordance with ESOS – 2016 and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling of 2.01% equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOS – 2016 and the exercise price of Options granted under the ESOS – 2016 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 after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOS – 2016.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ESOS - 2016, determine the detailed terms and conditions of the aforementioned ESOS - 2016 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOS - 2016 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOS Regulations for the purposes of administration of ESOS - 2016.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOS – 2016 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOS - 2016 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOS - 2016 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI (ESOS) Regulations, the SEBI (LODR) Regulations and other applicable laws and regulations.

**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, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOS - 2016 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

**Item No.2: Extending MT Educare Employee Stock Option Scheme - 2016 to the employees of Subsidiary(ies) / Associate company(ies).**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013(“the **Act**”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the **SEBI ESOS Regulations**”), **SEBI** (Listing Obligations and Disclosure Requirements) **Regulations**, 2015 (“the **SEBI LODR Regulations**”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such granting such consents, permissions, sanctions and approvals 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 the Nomination and Remuneration Committee), consent of the Shareholders be and is hereby accorded to extend the benefits of MT Educare Employee Stock Option Scheme - 2016 (“**ESOS – 2016**”) proposed in the resolution number 1 above to such persons who are in the permanent employment of the Subsidiary / Associate Company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), hereinafter referred to as “Subsidiary / Associate Companies”, whether working in India or out of India and to the whole-time directors of the Subsidiary / Associate Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, hereinafter referred to as “**Subsidiary / Associate Companies Employees**” at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOS – 2016.

**FURTHER RESOLVED THAT** for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOS -2016 from time to time or to suspend, withdraw or revive ESOS - 2016 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

**Item No.3: Issue of Securities under Qualified Institutions Placement:**

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

“**RESOLVED THAT** subject to the approval of the shareholders of the Company and in accordance with the provisions of Section 42 and 62 (1)(c) and all other applicable provisions, if any of the Companies Act, 2013, and the applicable rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the “**Act**”), Foreign Exchange Management Act, 1999, Securities, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI Regulations**”), as amended, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended, Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (the “**Stock Exchanges**”) where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company and also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and

sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies, to the extent applicable, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board') (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot either in India or in the course of international offerings in one or more foreign markets, in one or more tranches, for cash, equity shares of the Company having face value of Rs.10/- each (Rupees Ten only) (the "Equity Shares"), global depository receipts, foreign currency convertible bonds and / or other financial instruments convertible into equity shares (including warrants or otherwise), Fully Convertible Debentures (FCDs)/Partly Convertible Debentures (PCDs)/ Non-convertible Debentures (NCDs) with warrants or any securities (other than warrants) which are convertible into or exchangeable with equity shares at a later date (hereinafter collectively referred to as "Securities") and/or securities linked to Equity Shares or other Securities, which may either be detachable or linked or any combination of Securities, through public or private offerings or on preferential allotment basis or any combination thereof or by issue of prospectus or placement document or letter of offer or circular or other permissible / requisite offer document to any eligible investors under applicable laws, regulations and guidelines as decided by the Board, including but not limited to Qualified Institutional Buyers in accordance with Chapter VIII of the SEBI Regulations, or otherwise to foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, mutual funds, pension funds, and / or any other categories of investors (collectively called the "Investors") whether or not such Investors are members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs.100Crores (Rupees One Hundred Crores only) or its equivalent in one or more currencies, inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or any combination thereof at such time or times, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI Regulations) or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with Book Running Lead Manager(s), Financial and/or Legal Advisors, Rating Agencies/ Advisors, Depositories, Custodians, Registrars, Auditors and all other Agencies/ Advisors.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement ("QIP") in terms of Chapter VIII of the SEBI Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations. The Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations as may be amended from time to time. The relevant date (Relevant Date) for the purpose of arrival of the Floor Price of the QIP shall be in accordance with Chapter VIII of the SEBI Regulations respectively.

**RESOLVED FURTHER THAT** any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations.

**RESOLVED FURTHER THAT** in case of QIP issue the relevant date for determination of the floor price of the Securities to be issued shall be

- i) in case of allotment of equity shares, the date of meeting in which the Board or the Committee of Directors decides to open the proposed issue; or
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board or the Committee of Directors decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby also authorised to finalize and approve the offering circular/ placement document for the proposed issue of the Securities, to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, premium amount on issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listing on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, and to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

**RESOLVED FURTHER THAT** the Securities so issued (a) shall rank paripassu with the existing Equity Shares of the Company in all respects, (b) shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution and (c) the number and/or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

**RESOLVED FURTHER THAT** subject to the approval of the shareholders and the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board or any committee of the Board is hereby authorised on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:



- a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents;
- b) finalisation of the allotment of the Securities on the basis of the subscriptions received;
- c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- d) approval of the preliminary and final offering circulars/placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Book Running Lead Managers/Underwriters/Advisors, in accordance with all applicable rules, regulations and guidelines;
- e) entering into any arrangement for managing, underwriting and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, paying and conversion agents, listing agents, escrow banks/agents and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities
- f) approval of the deposit agreement(s), the purchase/underwriting agreement(s), the trust deed(s), the indenture, the master/global GDRs/ADRs/FCCBS/other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient) in accordance with all applicable laws, rules, regulations and guidelines;
- g) finalisation of the basis of allotment in the event of oversubscription;
- h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;
- l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;
- m) to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company; and
- n) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint Book Running Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Book Running Lead Manager(s) and to seek the listing of such securities.

**RESOLVED FURTHER THAT** the Company do apply for listing of the new Equity Shares as may be issued with The BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE).

**RESOLVED FURTHER THAT** the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to a Committee of Directors in such manner as they may deem fit.

**RESOLVED FURTHER THAT** the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).”

**Item No. 4: Increase the Authorised share capital and consequent amendment in Capital Clause V of the Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13(1), read with Section 55,61(1)(a) and 64(1)(a) and other applicable provision of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs.42 cores divided into 4,20,00,000 equity shares of Rs.10/- each, to Rs.52 crores divided into 5,20,00,000 equity shares of Rs.10/- each, by creating 1,00,00,000 equity shares of Rs.10/- each.

**RESOLVED FURTHER THAT** the new equity shares shall rank paripassu with the existing shares.

**RESOLVED FURTHER THAT** in order to reflect the increase in authorised share capital of the Company and in order to conform to the requirements of the Companies Act, 2013, the consent of the members of the Company is hereby accorded to amend the existing Clause no.V of Memorandum of Association of the Company with the following:

“Clause no.V. The Authorised Share Capital of the Company is Rs.52 crores divided into 5,20,00,000 equity shares of Rs.10/- (Rupees Ten only) each”

Registered Office:  
220, 2nd Floor, “FLYING COLORS”  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai 400 080.  
Date: January 20, 2015

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

**Ashwin M. Patel**  
Company Secretary

**NOTES:**

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

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

2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of Special Businessat Item nos. 1 to 4 of the accompanying Notice are annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the certified copy of the Board Resolution together with their respective specimen signature authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays)between 11.00 a.m. and 1.00 p.m. up to the date of this Extra Ordinary General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar / Company.
6. Electronic copy of the Notice of Extra Ordinary General Meeting 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 ID's are registered with the Company / Depository Participants and have given their consent to receive the same through electronic means.  
  
Members other than above shall receive physical copy of Extra Ordinary General Meeting inter alia indicating the process and manner of e-voting along with attendance slip and proxy form through permitted mode.
7. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website [www.mteducare.com](http://www.mteducare.com) for their download. The physical copy of the aforesaid documents will also be available at the Registered Office in Mumbai for inspection during normal business hours on working days. A printed copy of the Notice will be furnished to the member, free of cost upon receipt of a request for the same.

8. Voting through electronic means

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility to “remote e-voting” (e-voting from a place other than the venue of EOGM) to exercise their right to vote at the Extra Ordinary General Meeting. The business at the EOGM may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- The facility of voting through ballot / polling papers shall also be made available at the venue of the EOGM. The members attending the meeting who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote in the EOGM.
- The Company has appointed Mr.Nilesh Shah, Practising Company Secretary, Mumbai, as the Scrutinizer for conducting the remote e-voting and the voting process at the EOGM in a fair and transparent manner.
- The Scrutinizer shall, with in a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the vote cast in favour of, or against, if any, forthwith to the Chairman of the Company.
- The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast in the EOGM to declare the final results for each of the resolutions forming part of Extra Ordinary General Meeting Notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 14/02/2016 (9.00 am) and ends on 16/02/2016 2016 (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 of 10/02/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

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

### Item No. 1 & 2

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Subsidiary / Associate Company(ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary / Associate Company(ies) on the growth path.

Keeping in line with the above, "MT Educare Employees Stock Option Scheme – 2016" (the **Scheme**) has been formulated by the Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI ESOS Regulations**") issued by SEBI and other applicable laws. The Scheme has been approved by the Nomination and Remuneration Committee and by the Board of Directors at their Meeting held on 20/01/2016 subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the Scheme including:

- Number of options to be granted to any Employee, and in the aggregate;
- Terms on which the options will vest;
- The conditions under which options vested in Employees may lapse in case of termination of Employee(s) for misconduct;
- The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOS - 2016;
- The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- The grant, vesting and exercise of options in case of Employees who are on long leave; and
- Any other related or incidental matters.

### Brief Description of the Scheme is given as under:

#### a) The total number of options to be granted:

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches upto 8,00,000 equity shares of Rs.10/- each, which represents 2.01% of the Paid up equity share capital of the Company as on 31 December 2015 (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2016.

#### b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole time Director or not) and its subsidiary / associate company(ies,) (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role(s) assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.



c) Terms of the scheme:

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees. Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the company may by special resolution, in a general meeting, vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.
- (4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the schemes were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

d) Transferability of Employee Stock Options:

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall vest in his/her legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to an associate/subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

e) Requirements of vesting and period of vesting

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS - 2016.

f) Maximum period within which the options shall be vested

The maximum vesting period may extend up to five years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

g) Exercise price or pricing formula

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price per Options shall be equal to the price not less than the face value of shares and not more than the prevailing market price of the Equity Share of the Company as on date of grant of Options or any other price as decided by the Nomination and Remuneration Committee and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOS - 2016.

h) Exercise period and process of exercise

The exercise period may commence from the date of vesting and it shall be 1 (One) years from the date of respective vesting of options.

The options will be exercisable by the Option Grantee by a written application to the Company or any other entity which may be set up for this purpose to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

The options will lapse, if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

i) Appraisal Process for determining the eligibility of Employees to the Scheme.

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

j) Maximum number of options to be issued per Employee and in the aggregate

The maximum number of options to be granted per Employee will not exceed 2,50,000 equity shares of Rs.10/- each. The aggregate of all such grants shall not exceed 8,00,000 equity shares of Rs.10/- each, representing 2.01% of the Paid up equity share capital of the Company as on 31 December 2015(or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

k) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

l) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company

n) Disclosure and accounting policies

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

o) Method of Valuation

The Company follows the intrinsic value method for computing the compensation cost, if any, for the options granted. The difference between the employee compensation cost so calculated and employee compensation cost that would have been recognised if the Company had used fair value method and its impact on the profits and earnings per share would be disclosed in the Directors' Report. The company will follow IFRS requirements as and when the same are adopted by the company.

p) Rights of the option holder

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

q) Consequence of failure to exercise option

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the Scheme.

r) Other terms

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the Members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives is/are interested or concerned, financially or otherwise, in resolution no. 1 & 2, except to the extent of their existing shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item No. 1 & 2 of the Notice for adoption by the Shareholders as Special Resolution.

**Item No.3:**

The Company is in requirement of fund to meet the following:

- a. Long term working capital requirements of the Company
- b. Creation of content / up-gradation of existing content
- c. Up-gradation of technology platform
- d. Sales / Marketing (including Digital marketing)
- e. Tablet funding (working capital) and
- f. General corporate purposes

It is therefore thought prudent to have enabling approvals to raise further funds as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution.

This special resolution is to enable the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds (FCCBs), and/or other financial instruments convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares and such other securities as stated in the resolution (the "Securities"), including by way of a Qualified Institutions Placement (QIP) in accordance with Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to meet long term working capital requirements of the Company, creation of content / up-gradation of existing content, Up-gradation of technology platform, Sales / Marketing (including Digital marketing), Tablet funding (working capital) and General Corporate Purposes.

Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the amount of the same would not exceed Rs.100 crores. The special resolution also seeks to empower the Board to inter-alia issue eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI Regulations. The pricing of the eligible Securities that may be issued to QIBs pursuant to SEBI Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI Regulations ("QIP Floor Price").

Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI Regulations. The "Relevant Date" for this purpose will be the date when the Board (including a committee thereof) decides to open the QIP for subscription in case of allotment of equity shares and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board or the Committee of Directors decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the Resolution.

#### **Item No.4:**

The issue of Equity shares under the MT Educare Employee Stock Option Scheme 2016' ("the **ESOS - 2016**") and the issuance of shares under the Qualified Institutional Placement mentioned in the earlier resolutions will result in increase in share capital beyond the current authorized capital of the Company. Hence in order to accommodate such increase and also any other increase which may occur in future due to other corporate actions, it is necessary to increase the Authorized Share Capital of the Company.

In light of the above, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs.42 crores divided into 4,20,00,000 (Four Crores Twenty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.52 Crores divided into 5,20,00,000 (Five Crores Twenty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each as indicated in the Resolution at Item No. 4 of the Notice. Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company. The proposed resolution is in the interest of the Company.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Your Directors recommend the Resolution set out in Item No. 4 of the Notice for adoption by the Shareholders as Special Resolution.

Registered Office:  
220, 2nd Floor, "FLYING COLORS"  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai 400 080.  
Date: January 20, 2015

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

**Ashwin M. Patel**  
Company Secretary



**MT EDUCARE LIMITED**

CIN: L80903MH2006PLC163888

Registered Office: 220, 2nd Floor, "FLYING COLORS", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (West), Mumbai 400080  
Email: info@mteducare.com | Website: www.mteducare.com | Tel: 2593 7700 / 800 | Fax: 2593 7799

**FORM MGT-11**

**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. / Client ID No. \_\_\_\_\_ DP ID \_\_\_\_\_

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday the 17<sup>th</sup> February, 2016 at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L.B.S Road, Bhandup (West), Mumbai 400078 at 11.30 a.m and at any adjournment thereof in respect of such resolution as 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	MT Educare Employee Stock Option Scheme – 2016
2	Extending MT Educare Employee Stock Option Scheme - 2016 to employees of Subsidiary(ies) / associate company(ies)
3	Issue of Securities under Qualified Institutions Placement
4	Increase in the Authorised share capital and consequent amendment in Capital Clause V of the Memorandum of Association of the Company

Signed this \_\_\_ day of \_\_\_\_\_, 2016 Signature of Proxy holder \_\_\_\_\_

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

Affix Re.1/- Revenue Stamp
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Signature of the Shareholder