



# MT EDUCARE LIMITED

Registered Office: 220, 2<sup>nd</sup> Floor, "FLYING COLORS" Pandit Din Dayal Upadhyay Marg,  
L.B.S. Cross Road, Mulund (West), Mumbai 400080 CIN: L80903MH2006PLC163888

Email: info@mteducare.com | Website: www.mteducare.com

Tel: 2593 7700 / 800 | Fax: 2593 7799

## NOTICE

### 10<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting of the members of MT Educare Limited will be held on Wednesday, the September 28, 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:

#### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
  - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
- To confirm Interim dividend paid on Equity shares during the year 2015-16.
- To declare Final dividend on Equity shares.
- To appoint a director in place of Dr. Chhaya Shastri (DIN: 01536140) who retires by rotation and being eligible, offers herself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the Extra-ordinary General Meeting held on August 10, 2016, M/s. MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 10<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 15<sup>th</sup> Annual General Meeting to be held for the financial year ending March 31, 2021 (subject to ratification by the members at every AGM held after this AGM) and to audit the financial statements of the Company for the financial years from 2016-17 to 2020-21; at such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company.

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

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) M/s. Joshi Apte & Associates, Cost Accountants, Mumbai (Registration No. 00240), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2017 be paid the remuneration of ₹1,00,000/- (Rupees One Lakh only) plus Service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 20 of Companies Act, 2013 and all other applicable provisions, if any, made therein, the consent of members of the Company be and is hereby accorded to the Board of Directors for service/delivery of document(s) to member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode as prescribed / may be prescribed under the Act and/or as desired by member(s), from time to time.



**RESOLVED FURTHER THAT** upon request of member(s) for delivery of any document(s) through a particular mode of delivery, the Company do serve/ deliver document(s) to such member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and that the fees so charged shall be paid by the member to the company in advance.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Dinesh Darji**

Company Secretary & Compliance Officer

M. No.: 6726

Place: Mumbai

Date: August 10, 2016

**Registered Office:**

220, 2<sup>nd</sup> Floor, “FLYING COLORS”,  
Pandit Din Dayal Upadhyay Marg,  
L. B. S. Cross Road,  
Mulund (West), Mumbai - 400080.

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 Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business at Item No. 6 and 7 of the accompanying Notice are annexed hereto and forms part of this Notice.
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. Brief resume of the Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Director pertaining to her re-appointment.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
6. 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.
7. Electronic copy of the Notice of Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company / Depository Participants and have given their consent to receive the same through electronic means.

Members other than above shall receive physical copy of Annual General Meeting inter alia indicating the process and manner of e-voting along with attendance slip and proxy form through permitted mode.

8. Members may note that the Notice of 10<sup>th</sup> Annual General Meeting and the Annual Report 2015-16 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 duly signed request for the same.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2016 to September 28, 2016 (both days inclusive) for determining the name of members, eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
10. The Dividend, if declared at the Annual General Meeting will be credited / dispatched on or after October 03, 2016 to those members
  - a) whose names shall appear as members in the Register of Members of the Company on September 28, 2016 and after giving effect to the valid share transfers in physical form lodged with the Company / Registrar and Transfer Agents on or before September 28, 2016
  - b) in respect of the shares held in dematerialized form, the dividend will be paid to the members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as beneficial owners as on that date.
11. Members/Proxies are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
12. Route Map for the venue of the ensuing Annual General Meeting of the Company, is appearing at the end of the Annual Report.
13. 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 AGM) to exercise their right to vote at the Annual General Meeting. The business at the AGM 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 AGM. 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 AGM.
- The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.mteducare.com](http://www.mteducare.com) and on the website of CDSL and shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited within 48 hours after the AGM.

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

- (i) The voting period begins on September 25, 2016 (9.00 a.m.) and ends on September 27, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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"> <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> <li>• 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for MT EDUCARE LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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.
- (xxi) 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 NOTICE

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

#### Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Joshi Apte & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017 as set out in the resolution no.6 for the aforesaid services to be rendered by them.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members

#### Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member of the Company by sending to him/her by post or by registered post or by speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a member may request for delivery of any document to him/her through a particular mode for which he /she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Further, listed companies are required to send financial statements:

- by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- by dispatch of physical copies through any recognised mode of delivery as specified under Section 20 of the Act, in all other cases

Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 7 of the Notice relating to service / delivery of documents including financial statements to the members of the Company by way of a particular mode as per request received from concerned member(s).

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for the approval of the Members.

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

**In pursuance of the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of director seeking re-appointment at the ensuing Annual General Meeting are as follows:**

Name of the Director	Dr. Chhaya Shastri
DIN	01536140
Date of Birth	December 10, 1965
Nationality	Indian
Date of Appointment as Director	April 08, 2011
Designation	Non-Executive, Non-Independent Director
Qualification	B.D.S., LL.B. (Gen.), One year programme in Business Management from the Indian Institute of Management, Calcutta.
Experience	Over 19 years of experience in establishing the Company as a corporate entity and formulating strategic expansion plans of the Company
Names of other listed entities in which the director also holds Directorship	Nil
Names of other listed entities in which the director also holds membership of Committees of the Board	Nil
Shareholding of Director	17,17,551 Equity shares (4.31%) of MT Educare Ltd.
Disclosure of relationship	Not related

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

**Dinesh Darji**

Company Secretary & Compliance Officer

M. No.: 6726

Place: Mumbai

Date: August 10, 2016

**Registered Office:**

220, 2<sup>nd</sup> Floor, "FLYING COLORS",  
Pandit Din Dayal Upadhyay Marg,  
L. B. S. Cross Road,  
Mulund (West), Mumbai - 400080.



# Route Map to AGM Venue



