



MT Educare Ltd

CIN : L80903MH2006PLC163888

Regd Office :- 220, "FLYING COLORS", Pandit Dindayal Upadhyay Marg,
L.B.S. Cross Marg, Mulund (west), Mumbai 400 080

Website: www.mteducare.com ; email: info@mteducare.com ; Tel : 91-22-25937700

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards -2 (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and any other laws and regulations as may be applicable from time to time, that the approval of the Shareholders is sought for following proposals by passing Resolutions by way of Postal Ballot/E-voting:

Item No. 1. Appointment of Statutory Auditors to fill Casual Vacancy:

Explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the same and the reasons thereof along with a Postal Ballot Form is annexed herewith.

The Company has appointed M/s Shravan A. Gupta, Practicing Company Secretary (holding ACS No.27484 and CP No. 9990) as the Scrutinizer, which is not in the employment of the Company, for conducting the postal ballot process in a fair and transparent manner and issue report on votes cast on the proposed resolutions.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Ballot Form in the enclosed Business Reply Envelope, postage whereof will be borne and paid by the Company. Postal Ballot Form(s) if sent by courier or by registered /speed post at the expense of Shareholders or hand delivered will also be accepted.

Duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5:00 p.m. on November 09th, 2020 i.e. the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative which would enable you to cast your votes electronically, instead of sending physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

Upon completion of the scrutiny of the Postal Ballot Forms and E-voting by the shareholders, the scrutinizer will submit the report to the Company and the results of the Postal Ballot will be announced on November 10th, 2020 at the registered office of the Company. The results of the Postal Ballot will also be uploaded on the Company's website www.mteducare.com besides sending appropriate communications to the BSE Limited and National Stock Exchange of India Limited.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. November 09th, 2020.

Proposed Resolutions

Item No. 1. Appointment of Statutory Auditors to fill Casual Vacancy

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139 (8) and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s MGB & Co. LLP, Chartered Accountants, Mumbai (FRN:101169W/W-100035) be and are hereby appointed as Statutory Auditors of the Company to fill the casual Vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountant, Mumbai.

RESOLVED FURTHER THAT M/s MGB & Co. LLP, Chartered Accountants, Mumbai (FRN:101169W/W-100035) be entitled to hold office as Statutory Auditors of the Company upto the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

**By Order of the Board
For MT Educare Ltd.**

Sd/-

**Ravindra Mishra
Company Secretary**

Place: Mumbai

Date: September 25th, 2020

Registered Office:

220, Flying Colors, 2nd Floor,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai - 400080

CIN: L80903MH2006PLC163888

E-mail: info@mteducare.com

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
- 2) The Postal Ballot Notice is being sent to the Shareholders whose names appear in the Register of Members/Record of Depositories as at the close of business on October 05th, 2020. The Postal Ballot Notice is being sent by E-mail to the Shareholders whose email address is registered with the Company/Depository Participant(s) for communication. For Shareholders who have not registered their email address, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on Company's website www.mteducare.com Only those members whose names are recorded in Register of Members/Record of Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
- 3) Voting period will commence on and from **October 09th, 2020 at 09.00 a.m.** and ends on **November 09th, 2020 at 5.00 p.m.** (inclusive of both the days).
- 4) The Shareholders can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Shareholders cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 5) In case a shareholder is desirous of printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at ravindramishra@mteducare.com The Registrar and Share Transfer Agent/Company shall forward the same along with the Business Reply to the Shareholder.
- 6) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-voting facility arranged by National Security Depository Limited (NSDL). The instructions and process for e-voting is mentioned in this Notice.
- 7) Shareholders desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so as to reach not later than 5:00 p.m. on **November 09th, 2020**. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the Shareholder.
- 8) After Completion of scrutiny of votes cast either electronically or on Postal Ballot, the Scrutinizer will submit the report to the Chairman and results of the Voting shall be announced by the Chairman or any other Director of the Company on **November 10th, 2020** at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, www.mteducare.com besides being sent to the Stock Exchanges on the said date.
- 9) The resolution/s, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e **November 09th, 2020**.
- 10) **Instructions and process for E-voting are as under: -**

The e-voting period commences on **October 09th, 2020** at 09.00 a.m. and ends on **November 09th, 2020** at 5.00 p.m. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after **November 09th, 2020** at 5.00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
 - a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id).

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail **cs.shravangupta@gmail.com** to with a copy marked to **evoting@nsdl.co.in**.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- (i) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at **evoting@nsdl.co.in** or call on.: 1800 222 990.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

M/s MSKA & Associates, Chartered Accountants, Mumbai, have tendered resignation as Statutory Auditors of the Company, resulting into casual vacancy in the office of the Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

Casual Vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s MGB & Co. LLP (FRN:101169W/W-100035), Chartered Accountants, Mumbai as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants, Mumbai.

M/s MGB & Co. LLP, Chartered Accountants, Mumbai have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In the view of the above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated September 25th, 2020.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

**By Order of the Board
For MT Educare Ltd.**

Sd/-

**Ravindra Mishra
Company Secretary**

Place: Mumbai

Date: September 25th, 2020

Registered Office:

220, Flying Colors, 2nd Floor,
Pandit Din Dayal Upadhyay Marg,
L.B.S. Cross Road, Mulund (West),
Mumbai - 400080

CIN: L80903MH2006PLC163888

E-mail: info@mteducare.com

MT EDUCARE LIMITED
CIN: L80903MH2006PLC163888

Regd. Office: 220, 2nd Floor, "Flying Colors", Pandit Din Dayal Upadhyay Marg, L.B.S. Cross Road, Mulund (West), Mumbai - 400080
Tel:-91-22-25937800/700 Fax:-91-22-25937799
Website: www.mteducare.com

POSTAL BALLOT FORM

Sr No.:

1. Name & Registered Address of the Sole/ :
First named Shareholder
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID & Client ID* :
*(Applicable to investors holding shares in dematerialized form)
4. No. of shares held :

I/ We hereby exercise my/ our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated **September 25th, 2020** of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

| Sr No. | Description of Resolutions | No. of shares held | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|--------|---|--------------------|-------------------------------------|--|
| 1. | Ordinary Resolution u/s. 139(8) of the Companies Act, 2013 for the Appointment of Statutory Auditors to fill Casual Vacancy | | | |

| EVSN (Electronic Voting Sequence Number) | Sequence Number/Password |
|--|--------------------------|
| | |

Place:

Date:

Signature of the Shareholder/Authorised Representative

Note: Please read the instructions printed overleaf carefully before exercising the vote.

IMPORTANT INSTRUCTIONS

1. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process/e-voting.
2. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. (IST) on **November 09th, 2020**. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolutions may be recorded by placing tick mark (v) in the appropriate column. Postal Ballot Form bearing (v) mark in both the column will render the form invalid.
4. The Postal Ballot Form should be completed and signed by the Member. An unsigned postal Ballot Form will be rejected.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Forms should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certified true copy of the Board resolution/ Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. A member neither needs to use all votes nor needs to cast all votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizers' decision on the validity of Postal Ballot Form will be final.
9. Voting right shall be reckoned on the paid up value of shares registered in the name of Member/ List of beneficial owners as received from NSDL / CDSL as on the cut-off date i.e **October 05th, 2020**
10. A member may request for duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
12. The resolution/s, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e. **November 09th, 2020**.

E-VOTING: The Company is pleased to provide E-Voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his vote through Postal Ballot, vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to e-voting.