



CORE EDUCATION & TECHNOLOGIES LIMITED
(Formerly, CORE Projects & Technologies Limited)

Registered Office: Unit No. 1-4, Building No. 4, Sector III, Millennium Business Park, Mahape, Navi Mumbai 400 710

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of CORE Education & Technologies Limited will be held on Thursday, 26th September, 2013 at 10:00 a.m. at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai 400 710 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Prof. Arun Nigavekar, who retires by rotation and has intimated his intention not to seek re-appointment.
3. To appoint M/s. Chaturvedi & Shah, Chartered Accountants, and M/s. Asit Mehta & Associates, Chartered Accountants, the retiring Joint Statutory Auditors as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting:

In this connection, it is proposed to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 101720W and M/s. Asit Mehta & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 100733W, the retiring Joint Statutory Auditors, be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **Appointment of Mr. Pundi L. Narasimham as Director of the Company.**

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

"RESOLVED THAT Mr. Pundi L. Narasimham, who was appointed as an Additional Director of the Company with effect from 14th August, 2013 and who holds office up to this Annual General Meeting in accordance with the provisions of Section 260 of the Companies Act, 1956, read with Article 147 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 proposing his candidature for the Office of Director of the Company, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation."

By Order of the Board of Directors
Naresh Sharma
Executive Director

Place: Mumbai
Date: 14th August, 2013

Notes:-

A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. Proxies in order to be effective must be lodged with the Company not less than 48 hours before the time for holding the meeting.
2. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 187 of the Companies Act, 1956.
3. Register of Members and Share Transfer books will be closed from Thursday, 19th September, 2013 to Thursday, 26th September, 2013 (both days inclusive) for the purpose of holding Annual General Meeting.
4. Members are requested to address all correspondence including queries relating to payment/non-receipt of dividends to the Company's Registrar and Transfer Agents (RTA), M/s. Adroit Corporate Services Private Limited at 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai - 400 059. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, may submit the prescribed Form 2B to M/s. Adroit Corporate Services Pvt. Limited. Members/Beneficial Owners are requested to quote their full name as per Company's record, Folio No. /DP and Client ID Nos., as the case may be, in all correspondences with the Company.
5. Members can also address their queries to the Company at investors@core-edutech.com
6. Members whose shareholding is in electronic mode are requested to approach to their respective Depository Participants for change of address, nomination and updating the savings bank account details.
7. Members are requested to register their e-mail ids with the Company addressed to investors@core-edutech.com or coregreeninitiatives@adroitcorporate.com and with the respective Depository Participants where they hold the shares in demat to receive communications from the Company through electronic mode.
8. Members, who wish to obtain any information on the Company as regards the accounts for the financial year ended 31st March, 2013, are requested to write to the Company at least 15 days before the Annual General Meeting.
9. Members are requested to note that the unclaimed dividend declared by the Company for the year 2005-06 is being transferred to the Investors Education and Protection Fund established by the Central Government within the stipulated time, in terms of Section 205C of the Companies Act, 1956. The unclaimed dividend for the year 2006-07 and onwards can be claimed by members by corresponding the same to the Company or the Registrar & Transfer Agent of the Company. Members are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the Company's unpaid dividend account will, as per Section 205A of the Companies Act, 1956, be transferred to the Investors Education and Protection Fund. No claim shall lie against the Company or the said Fund in respect of any amounts, which were unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims.

10. For convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is annexed to the Proxy Form. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the Meeting Hall.
11. The Company is registered with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The members can avail of the depository services of CDSL and NSDL. The ISIN of the Company is INE247G01024.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members are requested to give their valuable suggestions for improvement of investors' services and are also advised to quote their E-mail Ids, telephone/facsimile no. for prompt reply to their communications.
14. Members, who hold shares in dematerialized form, are requested to bring their depository account number for identification.
15. Members are requested to bring their copy of the annual report to the meeting.
16. Information on director/s seeking appointment or re-appointment requiring disclosure in terms of the listing agreement is annexed hereto.
17. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
18. The documents referred to in the accompanying notice and the explanatory statements are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11 am and 1 pm upto the date of the Annual General Meeting and will also be available for inspection at the meeting.
19. The Ministry of Corporate Affairs (MCA), Government of India, has introduced green initiatives in corporate governance by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 53 of the Companies Act, 1956.

Your Company whole heartedly welcomed and supported the green initiatives taken by MCA in the year 2011, and your Company gave option to the shareholders to register/update their email id with the concerned depositories to allow the Company to send documents in electronic form.

The response of the shareholders who had registered their email id was quite encouraging and they appreciated the endeavor of the Company to protect environment by saving papers. The shareholders who have not yet registered/updated their email id with the concerned depositories are once again requested to register/update the same for receiving the Report and Accounts, Notices etc. in electronic mode.

Accordingly, the Company is sending this Notice of Annual General Meeting and Annual Report for the year 2012 – 13 by e-mail to those shareholders who had registered/ updated their e-mail id with their respective depositories. The physical copy of the Notice and Annual Report is being sent to other shareholders.

Please also note that as a shareholder of the Company, you are always entitled to request and receive, free of cost, a copy of Annual Report, Notice and other documents in accordance with the Companies Act, 1956.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:

ITEM NO. 4

Mr. Pundi L. Narasimham was appointed as an Additional Director of the Company with effect from 14th August, 2013 by the Board of Directors under Section 260 of the Companies Act, 1956 (the Act) and Article 147 of Articles of Association. In terms of Section 260 of the Act, Mr. Pundi L. Narasimham holds office up to the date of this Annual General Meeting and is eligible for appointment as the Director.

The Company has received a notice in writing from a member along with a deposit of ₹ 500/- proposing the candidature of Mr. Pundi L. Narasimham as a Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Brief profile of Mr. Pundi L. Narasimham is given in the Annexure to this Notice.

Except Mr. Pundi L. Narasimham, none of the other Directors of the Company is interested in passing of the resolution.

The Board recommends passing of the Resolution as set out at Item No.4 of the Notice for your approval.

By Order of the Board of Directors
Naresh Sharma
Executive Director

Place: Mumbai

Date: 14th August, 2013

BRIEF RESUME OF MR. PUNDI L. NARASIMHAM SEEKING APPOINTMENT AS DIRECTOR OF THE COMPANY

Profile of Mr. Pundi L. Narasimham

Mr. Pundi L. Narasimham is appointed as an Additional Director. Mr. Narasimham is a serial entrepreneur having successfully built and sold companies. He has over 30 years of experience in global business operations. A 1976 graduate of Indian Institute of Science, Bangalore and a resident of Atlanta, Georgia, since 1979, he holds an M.S. Engineering and an M.S. in Materials Science from Washington State University. He holds 3 US patents, 18 research publications and a pioneer in the US IT industry. His current area of interest is globalization of education by enabling through scalable technology solutions.

Mr. Pundi L. Narasimham does not hold any directorship/membership of Committee with any other company.



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Tel No: 3991 4800 Fax: 3991 4880

PROXY FORM

Regd. Folio No. No. of Shares held
DP ID Client ID
I/We of
..... being a member/members of CORE EDUCATION & TECHNOLOGIES LIMITED hereby
appoint of
or failing him/her of as my/our proxy to
attend and vote for me/ us on my/our behalf at the 28th ANNUAL GENERAL MEETING of the Company to be held on Thursday, 26th September, 2013
at 10:00 A.M. at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai 400 710 and at any adjournment thereof.

Signed this day 2013 Signature

Affix ₹ 1/-
Revenue
Stamp

Note: The form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the said meeting.



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Tel No: 3991 4800 Fax: 3991 4880

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

ANNUAL GENERAL MEETING ON THURSDAY, 26TH SEPTEMBER, 2013

I hereby record my presence at the 28th ANNUAL GENERAL MEETING of the Company at Hotel Ramada, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai 400 710, on Thursday, 26th September, 2013 at 10:00 a.m.

Full name of the Member
(in BLOCK LETTERS)

Regd. Folio No.

DP ID Client ID

No. of shares held

Full Name of the Proxy
(in BLOCK LETTERS)

I / We hereby certify that I am / We are Member(s) / proxy of the Member(s) of the Company holding Shares.

Member's / Proxy's Signature:

