

November 14, 2024

The Manager (CRD) The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001	The Manager – Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
<b>Scrip Code : 534312</b>	<b>Symbol: MTEDUCARE</b>

Dear Sir / Madam,

**Sub: Outcome of Board Meeting held on November 14<sup>th</sup>, 2024**

This is to inform you that the financial results were taken on record by the Resolution Professional and Directors of the Company at a meeting held on November 14, 2024. Given that the Company is under corporate insolvency resolution process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016, and with effect from December 16, 2022, its affairs, business and assets are being managed by Resolution Professional who took charge of the affairs of the Company, and the powers of the board of directors are vested in the resolution professional, Mr. Arihant Nenawati ("RP"), the aforesaid meeting of the Directors was chaired by the RP of the Company who, relying on the certifications, representations and statements of the Directors and management of the Company and the consequent recommendation of the Directors, took on record the UN-audited Standalone and Consolidated Financial Results for the Second quarter and Six months of the F Y 2024-25 ended on September 30, 2024.

The meeting commenced at 04.45 p.m. and concluded at 06.35 p.m.

The Following matters were taken on record:

1) Taken on record Un-audited financial Results (Standalone and Consolidated) of the Company for the Second quarter and half year of the financial year 2024-25 ended on September 30, 2024 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed below.

The copy of the Un-Audited Financial results along with the Limited Review Report by Statutory Auditors of the Company is enclosed herewith.

Thanking you.

Yours faithfully,

For, MT Educare Limited (In CIRP)



(Arihant Nenawati)

Resolution Professional

AFA Valid Upto 08-Nov-2024

IP Reg. No: IBBI/IPA-001/IP-P00456/2017-2018/10799

Email ID: mteducare.cirp@gmail.com





MT EDUCARE LIMITED  
CIN: L80903MH2006PLC163888

**Note:** Pursuant to the Order dated 16th December, 2022 of the Hon'ble National Company Law Tribunal, Mumbai ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued thereunder with effect from 16th December, 2022 (Corporate Insolvency Resolution Process Commencement Date). Mr. Ashwin Bhavanji Shah has been appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order, IRP has constituted Committee of Creditors on 21-08-2023. previously, IRP was performing function as Resolution Professional under regulation 17(3) of CIRP of IBBI, however on 22nd January, 2024, Mr. Arihant Nenawati were appointed as New Resolution Professional in the application filed by Prudent ARC by the Hob'ble NCLT, Mumbai Bench.



**Statement of Standalone Unaudited Financial Results for the quarter and half year ended 30 September 2024**

Sr. No.	Particulars	[Rs. in Lakhs, except EPS data]					
		Quarter ended 30 September 2024 (Unaudited)	Quarter ended 30 June 2024 (Unaudited)	Quarter ended 30 September 2023 (Unaudited)	Half Year ended 30 September 2024 (Unaudited)	Half Year ended 30 September 2023 (Unaudited)	Year ended 31 March 2024 (Audited)
1	<b>Income</b>						
	Revenue from operations	578.55	616.83	637.48	1,195.38	1,382.21	2,544.44
	Other income	51.65	167.77	529.31	219.42	1,044.16	339.72
	<b>Total income</b>	<b>630.20</b>	<b>784.60</b>	<b>1,166.79</b>	<b>1,414.80</b>	<b>2,426.37</b>	<b>2,884.16</b>
2	<b>Expenses</b>						
	Direct expenses (Refer Note 5 (a))	629.46	566.69	505.67	1,196.15	1,050.40	1,944.27
	Employee benefits expense	160.07	146.15	110.86	306.22	225.51	501.53
	Finance costs (Refer Note 7)	183.27	171.90	191.66	355.17	366.01	728.83
	Depreciation and amortisation expense	157.98	170.12	196.27	328.10	376.78	680.02
	Other expenses (Refer Note 5 (b))	119.34	118.94	641.06	238.28	1,176.83	562.55
	<b>Total expenses</b>	<b>1,250.11</b>	<b>1,173.81</b>	<b>1,645.52</b>	<b>2,423.92</b>	<b>3,195.53</b>	<b>4,417.20</b>
3	<b>Profit/(Loss) before tax</b>	<b>(619.91)</b>	<b>(389.21)</b>	<b>(478.73)</b>	<b>(1,009.12)</b>	<b>(769.16)</b>	<b>(1,533.04)</b>
4	Tax expense/(credit)	(33.43)	(30.47)	(0.58)	(63.90)	(17.22)	(58.42)
5	<b>Net Profit / (Loss) for the period/year after tax (3-4)</b>	<b>(586.48)</b>	<b>(358.75)</b>	<b>(478.15)</b>	<b>(945.22)</b>	<b>(751.94)</b>	<b>(1,474.62)</b>
6	<b>Other comprehensive income (including tax effect)</b> Items that will not be reclassified to profit or loss (Net of tax)	(0.16)	-	17.54	(0.16)	17.85	23.49
7	<b>Total comprehensive income/(loss) for the period/year (5+6)</b>	<b>(586.64)</b>	<b>(358.75)</b>	<b>(460.61)</b>	<b>(945.38)</b>	<b>(734.09)</b>	<b>(1,451.13)</b>
8	<b>Paid up equity share capital ( Face Value Rs. 10 per share )</b>	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81
9	<b>Other equity</b>						(2,160.27)
10	<b>Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):</b>						
	Basic	(0.81)	(0.50)	(0.66)	(1.31)	(1.04)	(2.04)
	Diluted	(0.81)	(0.50)	(0.66)	(1.31)	(1.04)	(2.04)



For MT Educare Limited (In CIRP)

Arbhanth Venkateshwarai

Resolution Professional

IP Reg. No: IBBI/IPA-001/IP-P00456/2017-18-19799

Email ID: mteducare.cirp@gmail.com

Place : Mumbai

Date: 14 November 2024

Standalone Statement of Assets and Liabilities as at 30 September 2024

(Rs. in lakhs)

	As at 30 September 2024	As at 31 March 2024
	(Unaudited)	(Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, Plant and Equipments	507.72	496.53
Right -of -use assets	2,766.77	3,003.48
Capital work-in-progress	-	15.00
Intangible assets	-	4.12
Financial assets		
- Investments	1,298.02	1,298.02
- Loans	-	-
- Other financial assets	381.43	342.84
Deferred tax assets (net)	6,999.81	6,935.86
Non-current tax assets (net)	442.10	1,054.67
<b>Total non-current assets</b>	<b>12,395.85</b>	<b>13,150.52</b>
<b>Current assets</b>		
Financial assets		
-Trade receivables	1,375.18	1,297.39
- Cash and cash equivalents	97.68	252.76
- Bank balances other than cash and cash equivalents	1,026.09	411.28
-Loans	1,617.44	1,752.07
-Other financial assets	5,092.58	5,125.10
Other current assets	96.98	87.68
<b>Total current assets</b>	<b>9,305.95</b>	<b>8,926.28</b>
<b>TOTAL ASSETS</b>	<b>21,701.80</b>	<b>22,076.81</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	7,222.81	7,222.81
Other equity	(3,105.65)	(2,160.27)
<b>Total equity</b>	<b>4,117.16</b>	<b>5,062.53</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial Liabilities		
- Borrowings	-	-
- Lease liabilities	5,515.79	5,397.03
Provisions	57.57	52.30
Other non-current liabilities	103.22	82.97
<b>Total non-current liabilities</b>	<b>5,676.58</b>	<b>5,532.30</b>
<b>Current liabilities</b>		
Financial Liabilities		
- Borrowings	3,187.24	3,296.59
- Lease liabilities	253.28	198.24
- Trade payables		
Total outstanding dues of micro and small enterprises	248.21	244.38
Total outstanding dues of creditors other than micro and small	3,854.29	3,681.62
- Other financial liabilities	3,035.50	2,682.60
Other current liabilities	975.29	1,028.95
Provisions	354.25	349.61
<b>Total current liabilities</b>	<b>11,908.06</b>	<b>11,481.98</b>
<b>Total liabilities</b>	<b>17,584.64</b>	<b>17,014.27</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>21,701.80</b>	<b>22,076.81</b>



MT Educare Limited  
Standalone Statement of Cash Flows for the Half year ended 30 September 2024

	(Rs. in lakhs)		
	For the Half Year ended 30 September 2024	For the Half Year ended 30 September 2023	For the Year ended 31 March 2024
	Unaudited	Unaudited	Audited
<b>A. Cash flow from operating activities</b>			
Profit/(Loss) before tax	(1,009.12)	(769.16)	(1,533.04)
Adjustments for:			
Depreciation and amortisation expenses	328.10	376.78	680.02
Interest income	(137.70)	(1,039.13)	(321.09)
Interest on Income tax refund	(77.10)	-	-
Finance costs	355.17	366.02	728.83
Provision for doubtful debts/ receivables	-	904.89	(70.96)
Liabilities written back	(4.25)	-	(18.63)
<b>Operating profit/ (loss) before working capital changes</b>	<b>(544.90)</b>	<b>(160.60)</b>	<b>(534.87)</b>
<b>Changes in working capital:</b>			
Decrease/(Increase) in inventories	-	(80.26)	-
Decrease/(Increase) in trade and other receivables	(39.02)	267.10	625.16
(Decrease)/Increase in trade and other payables	503.01	179.81	(89.12)
<b>Cash generated from / (used in) operations</b>	<b>(80.91)</b>	<b>206.05</b>	<b>1.17</b>
Direct tax paid (net of refunds)	612.57	(17.97)	(63.51)
<b>Net cash generated from / (used in) operating activities (A)</b>	<b>531.66</b>	<b>188.08</b>	<b>(62.35)</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment (including Capital Work-in Progress, capital advances and creditors)	(35.12)	(14.28)	(48.44)
Decrease/(Increase) in other bank balances	(597.09)	(6.41)	(50.03)
Repayment received of loan given	220.00	-	790.00
Interest received	94.82	-	28.39
<b>Net cash flow generated from/(used in) investing activities (B)</b>	<b>(317.38)</b>	<b>(20.69)</b>	<b>719.92</b>
<b>C. Cash flow from financing activities</b>			
Proceeds/(Repayment) from borrowings (net)	-	(8.25)	-
Increase/(Decrease) in working capital loans (net)	(109.35)	121.45	123.08
Repayment of lease liabilities	(251.97)	(309.51)	(583.06)
Finance costs paid	(8.05)	(3.40)	(11.86)
<b>Net cash flow generated from/(used in) financing activities (C)</b>	<b>(369.36)</b>	<b>(199.71)</b>	<b>(471.84)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(155.09)</b>	<b>(32.32)</b>	<b>185.74</b>
Cash and cash equivalents at the beginning of the year	252.76	67.02	67.02
<b>Cash and cash equivalents at the end of the period/year</b>	<b>97.68</b>	<b>34.70</b>	<b>252.76</b>

**Independent Auditor's Review Report on the Unaudited Standalone Financial Results of MT Educare Limited for the quarter and half year ended 30 September 2024 pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended**

To  
The Board of Directors/ Resolution Professional (RP) of  
**MT Educare Limited**

**Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)**

1. The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") admitted an Insolvency and Bankruptcy petition filed by an operational creditor against MT Educare Limited ("the Company") and ordered the commencement of Corporate Insolvency Resolution Process (CIRP) of MT Educare Limited, the Company/ Corporate Debtor, vide its Order dated 16 December 2022 and Mr. Ashwin B Shah was appointed as the Interim Resolution Professional by the NCLT. Interim Resolution Professional (IRP) took charge of the affairs of the Corporate Debtor on 23 December 2022. Mr. Vipin Choudhary, Director of the Company, challenged the Order of Hon'ble NCLT before Hon'ble National Company Law Appellate Tribunal (NCLAT), New Delhi. Hon'ble NCLAT vide Order dated 18 August 2023, dismissed the appeal filed by the Director, Mr. Vipin Choudhary. IRP constituted the Committee of Creditors (COC) on 21 August 2023. The COC at its meeting held on 29 December 2023, in terms of Section 22 (2) of the Code, resolved with the requisite voting share, to replace the Interim Resolution Professional with Mr. Arihant Nenawati as Resolution Professional (RP) which has been confirmed by the NCLT vide its Order dated 22 January 2024, with a direction to initiate appropriate action contemplated, with extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules.

In view of pendency of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of the Company have been suspended and the management of the affairs of the Company and power of the Board of Directors are now vested with the Resolution Professional and the Statement is being signed by the Resolution Professional in exercise of such powers.

2. We were engaged to review the accompanying statement of unaudited standalone financial results of the Company for the quarter and half year ended 30 September 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
3. This Statement, which is the responsibility of the Company's Management and approved by the RP, has been prepared by the Company in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of Companies Act, 2013 (the "Act"), read with rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations.
4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



## 5. Basis for Disclaimer of Conclusion

For the paragraphs (a) to (j) mentioned below, we are unable to comment on the elements of unaudited standalone financial results which may require necessary adjustments/disclosures in the unaudited standalone financial results including but not limited to an impact on the Company's ability to continue as a going concern and these adjustments when made, may have material and pervasive impact on the outcome of the unaudited standalone financial results for the quarter and half year ended 30 September 2024. Accordingly, pending these adjustments and unavailability of sufficient and appropriate evidence in respect of these matters, we are unable to express our conclusion on the unaudited standalone financial results of the Company.

- a) As described in Note 1 of the unaudited standalone financial results regarding admission of the Company into Corporate Insolvency Resolution Process ("CIRP"), and pending determination of obligations and liabilities with regard to various claims submitted by the operational / financial / other creditors and employees including claims for guarantee obligation and interest payable on loans. We are unable to comment on adjustments, if any, pending reconciliation and determination of final obligation.
- b) In the absence of comprehensive review of carrying amount of certain assets (loans and advances, balances with government authorities, deposits, trade and other receivables) and liabilities and non-availability of confirmation of substantial balances, we are unable to comment upon adjustments, if any, including on determination of fair value of financial assets and liabilities, in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" and consequential impact, if any, on the loss for the quarter and half year ended 30 September 2024.
- c) The Company has recognized net deferred tax assets of Rs 6,999.81 lakhs considering sufficient taxable income would be available in future years against which such deferred tax assets can be utilized. Due to losses during the half year ended and in earlier years and pendency of CIRP, it is uncertain that the Company would achieve sufficient taxable income in future against which such deferred tax assets can be utilized. Accordingly, we are unable to obtain sufficient appropriate audit evidence to corroborate the Management's / RP's assessment of recognition of deferred tax assets as at 30 September 2024.
- d) (i) The Company has outstanding loans, trade receivables and other receivables ("receivables") of Rs 8,025.46 lakhs (net of provisions) as at 30 September 2024, which are overdue / rescheduled. The management / RP envisages the same to be good and recoverable. In view of long outstandings, we are unable to assess whether adjustments are necessary to the carrying value of these outstanding receivables and the consequential impact, if any, on the unaudited standalone financial results.  
(ii) As referred in Note 8 of the unaudited standalone financial results, the Company has not provided interest income of Rs 493.15 lakhs and Rs 966.56 lakhs for the quarter and half year ended 30 September 2024 respectively and Rs 2,729.21 lakhs up to 30 September 2024, pending recoveries of long outstanding loans (included in d (i) above).
- e) The Company has not provided for interest on borrowings (excluding additional/penal interest, if any) of Rs 87.55 lakhs and Rs 174.15 lakhs for the quarter and half year ended 30 September 2024 respectively and Rs. 1,373.91 lakhs upto 30 September, 2024 on outstanding borrowings calculated based on the basic rate of interest as per the terms of the loan, which is not in compliance with Ind AS 23 "Borrowing Costs" read with Ind AS 109 "Financial Instruments".

Our report on the standalone financial results for the quarter and half year ended 30 September 2023 was qualified, for the quarter and year ended 31 March 2024 had a disclaimer of opinion and for the quarter ended 30 June 2024 had a disclaimer of conclusion, with respect to the matters (a) to (e) stated above.

- f) We have not received bank statement/ confirmation of balance for the balance lying in current account with bank of Rs 5.36 lakhs. In the absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the quarter and half year ended 30 September 2024 and on the carrying value of cash and cash equivalents.
- g) We have been informed by the RP that certain information including the minutes of the meetings of the Committee of Creditors (COC), and the outcome of certain specific/ routine procedures carried out as part of the IBC process are confidential in nature and could not be shared with other than the COC and Hon'ble NCLT. In the opinion of the RP, the matter is highly sensitive, confidential and may have adverse impact on the resolution process. Accordingly, we are unable to comment on the impact, if any, on the unaudited standalone financial results including recognition, measurement and disclosures, that may arise had we been provided access to the above-mentioned information.
- h) As referred in Note 10 of the unaudited standalone financial results, the Company has acquired land and building including related assets ("property") on lease from a subsidiary company. The subsidiary company has defaulted on loan taken against the property. The lender has taken the possession of the property under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI"). Pursuant to this, the RP has filed an IA No. 3314/2024 for the further direction from the Hon'ble NCLT for the possession of the leased premises of the Corporate Debtor and as per the direction given by Adjudicating authority status quo to be maintained till further order. In view of the above, we are unable to assess whether adjustments are necessary to the carrying value of Right-of-use assets of Rs 2,019.87 lakhs, security deposits/ advances given Rs 181.89 lakhs and corresponding lease liabilities of Rs 5,172.16 lakhs as at 30 September 2024, and the consequential impact, if any, on the unaudited standalone financial results.
- i) The Company's investment in subsidiary companies of Rs 1,297.71 lakhs as at 30 September 2024 are considered as good and fully recoverable by the management/ RP, inspite of accumulated losses, complete erosion of networth and liquidity constraints. In the absence of sufficient and appropriate evidence, we are unable to comment upon adjustments that may be required to the carrying values of these investments as per Ind AS 36 "Impairment of Assets", and the consequential impact, if any, on the unaudited standalone financial results.
- j) The Company has accumulated losses, incurred net loss during the quarter and half year ended, current liabilities exceeding current assets resulting in negative working capital and negative networth considering the impact of various matters stated above and has defaulted in its debt/ other obligations. Accordingly, there exists a material uncertainty about the Company's ability to continue as a "Going Concern" since the future of the Company is dependent upon the successful implementation of the Resolution plan. The unaudited standalone financial results have been prepared by the management/ RP assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's/ RP' assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of assets and liabilities and their presentation and classification in the unaudited standalone financial results.

Our report on the standalone financial results for the quarter and year ended 31 March 2024 had a disclaimer of opinion and for the quarter ended 30 June 2024 had a disclaimer of conclusion with respect to the matters (f) to (j) stated above.





6. **Disclaimer of conclusion**

In view of the nature of the matters described in paragraph 5, 'Basis for Disclaimer of Conclusion', where the absence of sufficient and appropriate audit evidence has resulted in limitation of work and the consequent adjustments not being determined, we are unable to state whether the accompanying Statement has been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, or that the Statement discloses the information required to be disclosed in accordance with the requirements of Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement. Thus, we do not express a conclusion on the accompanying Statement.

**For MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035



**Hitendra Bhandari**

Partner

Membership Number 107832

Place: Mumbai

Date: 14 November 2024

UDIN: 24107832BKE0IW3993

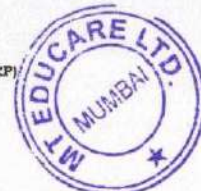
Statement of Consolidated Unaudited Financial Results for the quarter and half year ended 30 September 2024

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)					
		Quarter ended 30 September 2024	Quarter ended 30 June 2024	Quarter ended 30 September 2023	Half Year ended 30 September 2024	Half Year ended 30 September 2023	Year ended 31 March 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1</b>	<b>Income</b>						
	Revenue from operations	1,152.47	1388.16	1414.77	2,540.63	2,683.08	4,733.45
	Other income (Refer Note 8)	56.66	196.66	516.03	253.32	1,115.28	403.45
	<b>Total income</b>	<b>1,209.13</b>	<b>1,584.82</b>	<b>1,930.80</b>	<b>2,793.95</b>	<b>3,798.36</b>	<b>5,136.90</b>
<b>2</b>	<b>Expenses</b>						
	Direct expenses (Refer note 5 (a))	1,068.78	935.77	938.75	2,004.55	1,902.92	3,651.94
	Employee benefits expense	250.35	233.32	197.31	483.67	389.85	860.63
	Finance costs (Refer Note 7)	322.03	319.24	301.01	641.27	582.27	1,214.88
	Depreciation and amortisation expense	231.57	265.46	260.87	497.03	544.04	1,036.50
	Other expenses (Refer Note 5 (b))	238.58	154.23	720.63	392.81	1,302.97	1,004.13
	<b>Total expenses</b>	<b>2,111.31</b>	<b>1,908.02</b>	<b>2,418.57</b>	<b>4,019.33</b>	<b>4,722.05</b>	<b>7,768.09</b>
<b>3</b>	<b>Profit/(Loss) before tax</b>	<b>(902.18)</b>	<b>(323.20)</b>	<b>(487.77)</b>	<b>(1,225.38)</b>	<b>(923.69)</b>	<b>(2,631.19)</b>
<b>4</b>	Tax expense/(credit)	6.34	(32.21)	25.70	(25.87)	59.15	134.07
<b>5</b>	<b>Net Profit/(loss) for the period/year after tax attributable to the shareholders of the Company (3-4)</b>	<b>(908.52)</b>	<b>(290.99)</b>	<b>(513.47)</b>	<b>(1,199.51)</b>	<b>(982.84)</b>	<b>(2,765.26)</b>
<b>6</b>	<b>Other comprehensive income (including tax effect)</b>						
	Items that will not be reclassified to profit or loss (Net of tax)	(0.26)	-	19.56	(0.26)	19.59	24.43
<b>7</b>	<b>Total comprehensive income/(loss) for the period/year(5+6)</b>	<b>(908.78)</b>	<b>(290.99)</b>	<b>(493.91)</b>	<b>(1,199.77)</b>	<b>(963.25)</b>	<b>(2,740.83)</b>
<b>8</b>	<b>Profit/(Loss) for the year attributable to:</b>						
	Owners of the Company	(908.52)	(290.99)	(513.47)	(1,199.51)	(982.84)	(2,765.26)
	Non controlling interest	-	-	-	-	-	-
<b>9</b>	<b>Other comprehensive income/(loss) for the year attributable to:</b>						
	Owners of the Company	(0.26)	-	19.56	(0.26)	19.59	24.43
	Non controlling interest	-	-	-	-	-	-
<b>10</b>	<b>Total comprehensive income/(loss) for the year attributable to:</b>						
	Owners of the Company	(908.78)	(290.99)	(493.91)	(1,199.77)	(963.25)	(2,740.83)
	Non - controlling interest	-	-	-	-	-	-
<b>11</b>	<b>Paid up equity share capital ( Face Value Rs. 10 )</b>	<b>7,222.81</b>	<b>7,222.81</b>	<b>7,222.81</b>	<b>7,222.81</b>	<b>7,222.81</b>	<b>7,222.81</b>
<b>12</b>	<b>Other equity</b>						
<b>13</b>	<b>Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):</b>						
	Basic	(1.26)	(0.40)	(0.71)	(1.66)	(1.36)	(3.83)
	Diluted	(1.26)	(0.40)	(0.71)	(1.66)	(1.36)	(3.83)

For MT Educare Limited (In CIRP)

*A. N. N. N.*  
Arihant Neflawati

Resolution Professional  
IP Reg. No: IBBI/IPA-001/IP-P00456/2017-18/10799  
Email ID: mteducare.cirp@gmail.com



Place : Mumbai  
Date: 14 November 2024

**Consolidated Statement of Assets and Liabilities as at 30 September 2024**

(Rs. in lakhs)

	As at	As at
	30 September 2024	31 March 2024
	(Unaudited)	(Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipments	2,220.18	2,274.53
Right-of-use assets	1,441.94	1,820.99
Capital work-in-progress	-	15.00
Investment Property	3,359.07	3,415.62
Intangible assets	-	4.12
Financial assets		
- Investments	0.36	0.36
-Loans	-	86.75
-Other financial assets	278.24	261.78
Deferred tax assets (net)	7,650.32	7,584.84
Non-current tax assets (net)	525.54	1,137.25
<b>Total non-current assets</b>	<b>15,475.65</b>	<b>16,601.24</b>
<b>Current assets</b>		
Financial assets		
-Trade receivables	1,061.73	918.48
- Cash and cash equivalents	183.00	417.74
- Bank balances other than cash and cash equivalents	1,047.61	580.12
-Loans	7,047.69	7,095.73
-Other financial assets	3,180.42	3,312.31
Other current assets	149.56	153.93
<b>Total current assets</b>	<b>12,670.01</b>	<b>12,478.30</b>
<b>TOTAL ASSETS</b>	<b>28,145.66</b>	<b>29,079.53</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	7,222.81	7,222.81
Other equity	(5,480.49)	(4,280.72)
<b>Total equity</b>	<b>1,742.32</b>	<b>2,942.08</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial Liabilities		
- Borrowings	-	-
- Lease liabilities	995.24	1,644.44
Provisions	133.58	125.01
Deferred tax liabilities (net)	370.62	331.12
Other non-current liabilities	181.63	122.14
<b>Total non-current liabilities</b>	<b>1,681.08</b>	<b>2,222.70</b>
<b>Current liabilities</b>		
Financial Liabilities		
- Borrowings	11,843.63	11,597.90
- Lease liabilities	546.64	263.89
- Trade payables		
Total outstanding dues of micro and small enterprises	872.84	777.01
Total outstanding dues of creditors other than micro and small enterprises	4,936.48	4,859.06
- Other financial liabilities	4,503.08	4,068.68
Other current liabilities	1,635.82	1,969.27
Provisions	383.77	378.94
<b>Total current liabilities</b>	<b>24,722.26</b>	<b>23,914.74</b>
<b>Total liabilities</b>	<b>26,403.34</b>	<b>26,137.44</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>28,145.66</b>	<b>29,079.53</b>



Statement of Consolidated Cash Flows for the half year ended 30 September 2024

(Rs. in lakhs)

	For the Half year ended 30 September 2024 (Unaudited)	For the Half year ended 30 September 2023 (Unaudited)	For the Year ended 31 March 2024 (Audited)
<b>A. Cash flow from operating activities</b>			
<b>Profit/(Loss) before tax</b>	<b>(1,225.38)</b>	<b>(923.69)</b>	<b>(2,631.19)</b>
Adjustments for:			
Depreciation and amortisation expenses	497.03	544.05	1,036.50
Interest income	(148.72)	(1,026.38)	(302.94)
Finance costs	641.27	582.29	1,214.88
Interest on income tax refund	(77.10)	-	-
Provision for doubtful debts/ receivables	-	904.89	(60.78)
Liabilities written back	(23.84)	(88.90)	(100.42)
Net Gain on de-recognition of Right of-Use-Assets	(3.29)	-	-
<b>Operating profit / (loss) before working capital changes</b>	<b>(340.03)</b>	<b>(7.74)</b>	<b>(843.94)</b>
Changes in working capital:			
Decrease/(Increase) in Inventories	-	(157.20)	-
Decrease/(Increase) in trade and other receivables	32.66	(17.56)	400.08
(Decrease)/Increase in trade and other payables	325.48	617.50	300.61
<b>Cash generated from/(used in) operations</b>	<b>18.15</b>	<b>435.04</b>	<b>(143.25)</b>
Direct taxes paid (net of refunds)	611.73	(18.92)	(58.60)
<b>Net cash generated from / (used in) operating activities (A)</b>	<b>629.88</b>	<b>416.12</b>	<b>(201.85)</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment (including Capital Work-in Progress, capital advances and creditors)	(5.95)	(51.34)	(138.93)
Repayment received of loan given	220.00	-	790.00
Decrease/(Increase) in other bank balances	(486.75)	(2.85)	(28.78)
Interest received	96.36	-	-
<b>Net cash flow generated from / (used in) investing activities (B)</b>	<b>(176.35)</b>	<b>(54.19)</b>	<b>622.29</b>
<b>C. Cash flow from financing activities</b>			
Proceeds/(Repayment) from borrowings (net)	(20.00)	(8.25)	670.00
Increase/(Decrease) in working capital loans (net)	(109.35)	(1.37)	123.08
Payment of lease liabilities	(550.87)	(644.07)	(1,156.64)
Finance costs paid	(8.05)	(3.40)	(11.85)
<b>Net cash flow generated from / (used in) financing activities (C)</b>	<b>(688.26)</b>	<b>(657.09)</b>	<b>(375.41)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(234.73)</b>	<b>(295.16)</b>	<b>45.02</b>
Cash and cash equivalents at the beginning of the year	417.74	372.72	372.72
<b>Cash and cash equivalents at the end of the period / year</b>	<b>183.00</b>	<b>77.55</b>	<b>417.74</b>

**Notes to the Statement of Unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 2024 :**

- 1 Pursuant to an application filed by Connect Residuary Private Limited before the National Company Law Tribunal, Mumbai Bench ("NCLT") in terms of Section 9 of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder ("Code"), the NCLT had admitted the application and ordered the commencement of Corporate Insolvency Resolution Process ("CIRP") of MT Educare Limited ("Corporate Debtor", "the Company") vide its Order dated 16 December 2022. The NCLT had appointed Mr. Ashwin B. Shah as the Interim Resolution Professional ("IRP") for the Corporate Debtor vide its Order dated 16 December 2022. Interim Resolution Professional took charge of the affairs of the Corporate Debtor on 23 December 2022. Director Mr. Vipin Choudhry challenged the Order of Hon'ble NCLT dated 16 December 2022 before Hon'ble NCLAT, New Delhi. The Hon'ble National Company Law Appellate Tribunal ("NCLAT") by an Order dated 6 January 2023 had ordered to hold the formation of Committee of Creditors (COC) till further hearing. Finally, Hon'ble NCLAT Order was pronounced on 18 August 2023 whereby Appeal filed by Director Mr. Vipin Choudhry was dismissed. The said Order dated 18 August 2023 was served upon IRP on 21 August 2023. IRP immediately constituted Committee of Creditors on 21 August 2023. COC at its meeting held on 29 December 2023, in terms of section 23(2) of the Code, resolved with the requisite voting share, to replace the IRP with Mr Arijant Nenawati as Resolution Professional (RP) which has been confirmed by the NCLT in its Order dated 22 January 2024.  
  
This is to bring to your kind attention on that the Hon'ble Mumbai Bench of NCLT, had with effect from 16 December 2022 admitted Corporate Insolvency Resolution Process (CIRP) of the MT Educare Limited vide order no.C.P.No. 1291/IBC/MB/2021 appointing Mr. Ashwin Bhavanji Shah, having Registration No. IBBI/PA-001/IP-P02648/2021-2022/14054 as the Interim Resolution Professional (IRP) for conducting the CIRP in the matter of the MT Educare Limited.  
Further, this is to bring into your notice that the Hon'ble NCLT Mumbai vide order dated 22 January, 2024, order received to the Resolution Professional (RP) on January 31, 2024, replaced Mr. Ashwin Bhavanji Shah (IRP) with the undersigned Resolution Professional (RP), Mr. Arijant Nenawati, having IBBI Registration No.IBB/PA-001/IP-P00456/2017-2018/10799. During the CIRP proceedings, the RP has filed an application with the Hon'ble NCLT Mumbai, seeking final approval for the resolution of the Corporate Debtor. The application is currently scheduled for hearing and the final decision from the adjudicating authority is pending.  
  
With respect to the standalone and consolidated financial results for the quarter and half year ended 30 September 2024, the RP has signed the same solely for the purpose of ensuring compliance by the Corporate Debtor with applicable laws, and subject to the following disclaimers  
a. The RP has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the RP in terms of Section 233 of the Code;  
b. No statement, fact, information (whether current or historical) or opinion contained herein should be construed as a representation or warranty, express or implied, of the RP including, his authorized representatives and advisors;  
  
c. The RP, in review of the standalone and consolidated financial results and while signing this standalone and consolidated financial results, has relied upon the assistance provided by the directors of the Corporate Debtor, and certifications, representations and statements made by the directors of the Corporate Debtor, in relation to these standalone and consolidated financial results. The standalone and consolidated financial results of the Corporate Debtor for the quarter and half year ended 30 September 2024 have been taken on record by the RP solely on the basis of and relying on the aforesaid certifications, representations and statements of the aforesaid directors and the erstwhile management of the Corporate Debtor. For all such information and data, the RP has assumed that such information and data are in conformity with the Companies Act, 2013 and other applicable laws with respect to the preparation of the standalone and consolidated financial results and that they give true and fair view of the position of the Corporate Debtor as of the dates and period indicated therein. Accordingly, the RP is not making any representations regarding accuracy, veracity or completeness of the data or information in the standalone and consolidated financial results.  
  
d. In terms of the Code's provisions, the RP must undertake a review to determine avoidance transactions.  
e. Considering various factors including admission of the Corporate Debtor, there are various claims submitted by the operational creditors, the financial creditors including corporate guarantee, employees and other creditors. The overall obligations and liabilities including obligation for interest on loans shall be determined during the CIRP and accounting impact if any will be given on completion of CIRP.
- 2 The above results have been prepared in accordance with the Indian Accounting Standards (INDAS), the provisions of the Companies Act, 2013 (the Act) as applicable and Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (as amended).
- 3 The Standalone and Consolidated Financial Results have been reviewed by the Audit Committee duly Chaired by RP and taken on record at the meetings held on 14 November 2024. The Statutory auditors have expressed disclaimer of opinion in respect of the standalone and consolidated results for the quarter and half year ended 30 September 2024.
- 4 The Company is primarily engaged in one business segment namely coaching services as determined by the chief operating decision maker in accordance with IND AS 108 - "Operating Segments".
- 5.a Direct expenses mainly includes fees paid to visiting faculties, content cost and materials which is issued to students as a part of course material, center related utilities etc.
- 5.b Other Expenses mainly includes Professional Fees, Provision for Doubtful Debts / Receivables, Repairs & maintenance and Communication expenses.
- 6 The Group / Company has loans, trade receivables and other receivables of Rs.11,010.94 lakhs / Rs. 8,025.46 lakhs (net of provisions) outstanding as at 30 September 2024 from parties which are overdue/rescheduled. Management/RP anticipate progress in business in the coming period which will enable recovery of the receivables in an orderly manner. Additionally, the management/RP considers the outstanding dues to be good and recoverable.
- 7 The Company and its Subsidiary had taken loan from Bank and Financial Institution and others ("lenders"). The Group / Company has not recognised interest expense (excluding penal interest if any) of Rs. 128.95 lakhs and Rs. 256.49 lakhs/ Rs. 87.55 and Rs 174.15 lakhs respectively for quarter and half year ended 30 September 2024 respectively (cumulative Rs. 1,970.11 Lakhs/ Rs.1,373.91 Lakhs upto 30 September 2024). The claims are submitted by financial creditors, however the adjustments, if any, thereof including other claims shall be done in accordance of the outcome of the CIRP.
- 8 The Group/ Company has not provided for interest income of Rs 683.15 lakhs and Rs 1,346.57 lakhs / Rs. 493.15 lakhs and Rs 966.56 lakhs for the quarter and half ended 30 September 2024 respectively (cumulative Rs. 3,869.23 Lakhs/ Rs. 2,729.21 Lakhs upto 30 September 2024) on loans given considering prudence for pending recovery of long outstanding principal amount.
- 9 The Group / Company has been continued as going concern. With regard to Corporate Debtor viz MT Educare Limited, in CIRP, the business operations are continued by RP in accordance with objective of IBC 2016 to ensure that going concern is continued for maximising the value of corporate debtor.
- 10 SVC Cooperative Bank Ltd( SVC) has issued demand notice u/s 13(2) of SARFAESI Act on Labh Ventures India Private Limited (a subsidiary company) as principal borrower and Holding company as corporate guarantor for Rs 4,620 Lakhs. SVC Cooperative Bank Ltd has filed claim before IRP for Rs 4,973 Lakhs since corporate debtor was corporate guarantor. However, the claim submitted by SVC Cooperative Bank Ltd has not been admitted by IRP. Further SVC Cooperative bank has taken Land and building including related assets (property) situated at Mangalore under their possession vide notice no. CRL / MIS. CASE NO 48/2024 on 15th March 2024. Pursuant to that, the RP has filed an IA No. 3314/2024 for the further direction from the Hon'ble NCLT for the possession of the leased premises of the corporate Debtor and as per the direction given by Adjudicating authority Status Quo to be maintained till further order.
- 11 The figures for the previous year/periods have been regrouped wherever necessary.

Place : Mumbai  
Date: 14 November 2024



Arijant Nenawati  
Resolution Professional  
IBBI/PA-001/IP-P00456/2017-18/10799  
Email ID: mteducare.cirp@gmail.com

**Independent Auditor's Review Report on the Unaudited Consolidated Financial Results of MT Educare Limited for the quarter and half year ended 30 September 2024 pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended**

To  
The Board of Directors/ Resolution Professional (RP) of  
**MT Educare Limited**

**Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)**

1. The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") admitted an Insolvency and Bankruptcy petition filed by an operational creditor against MT Educare Limited (the "Holding Company") and ordered the commencement of Corporate Insolvency Resolution Process (CIRP) of MT Educare Limited, the Holding Company/ Corporate Debtor, vide its Order dated 16 December 2022 and Mr. Ashwin B Shah was appointed as the Interim Resolution Professional by the NCLT. Interim Resolution Professional (IRP) took charge of the affairs of the Corporate Debtor on 23 December 2022. Mr. Vipin Choudhary, Director of the Holding Company, challenged the Order of Hon'ble NCLT before Hon'ble National Company Law Appellate Tribunal ("NCLAT"), New Delhi. Hon'ble NCLAT vide Order dated 18 August 2023, dismissed the appeal filed by the Director, Mr. Vipin Choudhary. IRP constituted the Committee of Creditors (COC) on 21 August 2023. The COC at its meeting held on 29 December 2023, in terms of Section 22 (2) of the Code, resolved with the requisite voting share, to replace the Interim Resolution Professional with Mr. Arihant Nenawati as Resolution Professional (RP) which has been confirmed by the NCLT vide its Order dated 22 January 2024, with a direction to initiate appropriate action contemplated, with extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules.

In view of pendency of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of the Holding Company have been suspended and the management of the affairs of the Holding Company and power of the Board of Directors are now vested with the Resolution Professional and the Statement is being signed by the Resolution Professional in exercise of such powers.

2. We were engaged to review the accompanying Statement of unaudited consolidated financial results of MT Educare Limited ("the Company or Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") for the quarter and half year ended 30 September 2024 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
3. This Statement, which is the responsibility of the Holding Company's Management and approved by the RP, has been prepared by the Company in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of Companies Act, 2013 (the "Act"), read with rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations.
4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



The Statement includes the results of the following entities:

**A. Holding Company**

MT Educare Limited

**B. Subsidiaries**

- i. MT Education Services Private Limited
- ii. Lakshya Forum for Competitions Private Limited
- iii. Chitale's Personalised Learning Private Limited
- iv. Sri Gayatri Educational Services Private Limited
- v. Robomate Edutech Private Limited
- vi. Letspaper Technologies Private Limited
- vii. Labh Ventures India Private Limited

**5. Basis for Disclaimer of Conclusion**

For the paragraphs (a) to (i) mentioned below, we are unable to comment on the elements of unaudited consolidated financial results which may require necessary adjustments/disclosures in the unaudited consolidated financial results including but not limited to an impact on the Group's ability to continue as a going concern and these adjustments when made, may have material and pervasive impact on the outcome of the unaudited consolidated financial results for the quarter and half year ended 30 September 2024. Accordingly, pending these adjustments and unavailability of sufficient and appropriate evidence in respect of these matters, we are unable to express our conclusion on the unaudited consolidated financial results of the Group.

- a) As described in Note 1 of the unaudited consolidated financial results regarding admission of the Holding Company into Corporate Insolvency Resolution Process ("CIRP"), and pending determination of obligations and liabilities with regard to various claims submitted by the operational / financial / other creditors and employees including claims for guarantee obligation and interest payable on loans. We are unable to comment on adjustments, if any, pending reconciliation and determination of final obligation.
- b) In the absence of comprehensive review of carrying amount of certain assets (loans and advances, balances with government authorities, deposits, trade and other receivables) and liabilities and non-availability of confirmation of substantial balances, we are unable to comment upon adjustments, if any, including on determination of fair value of financial assets and liabilities, in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" and consequential impact, if any, on the loss for the quarter and half year ended 30 September 2024.
- c) The Group has recognized net deferred tax assets of Rs 7,650.32 lakhs considering sufficient taxable income would be available in future years against which such deferred tax assets can be utilized. Due to losses during the half year ended and in earlier years and pendency of CIRP, it is uncertain that the Group would achieve sufficient taxable income in future against which deferred tax assets can be utilized. Accordingly, we are unable to obtain sufficient appropriate audit evidence to corroborate the Management's / RP's assessment of recognition of deferred tax assets as at 30 September 2024.
- d) i) The Group has outstanding loans, trade receivables and other receivables ("receivables") of Rs 11,010.94 lakhs (net of provisions) as at 30 September 2024, which are overdue / rescheduled. The management / RP envisages the same to be good and recoverable. In view of long outstanding, we are unable to assess whether adjustments are necessary to the carrying value of these outstanding receivables and the consequential impact, if any, on the unaudited consolidated financial results.

- ii) As referred in Note 8 of the unaudited consolidated financial results, the Group has not provided interest income of Rs. 683.15 lakhs and Rs. 1,346.57 lakhs for the quarter and half year ended 30 September 2024 respectively and Rs. 3,869.23 lakhs upto 30 September 2024, pending recoveries of long outstanding loans (included in d (i) above).
- e) The Group has not provided for interest on borrowings (excluding additional/penal interest, if any) of Rs.128.95 lakhs and Rs. 256.49 lakhs for the quarter and half year ended 30 September 2024 respectively and Rs. 1,970.11 lakhs up to 30 September 2024 on outstanding borrowings calculated based on the basic rate of interest as per the terms of the loan, which is not in compliance with Ind AS 23 "Borrowing Costs" read with Ind AS 109 "Financial Instruments".
- Our report on the consolidated financial results for the quarter and half year ended 30 September 2023 was qualified, for the quarter and year ended 31 March 2024 had a disclaimer of opinion and for the quarter ended 30 June 2024 had a disclaimer of conclusion, with respect to the matters (a) to (e) stated above.
- f) We have not received bank statement/ confirmation of balance for the balance lying in current accounts with bank of Rs 11.34 lakhs. In the absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the quarter and half year ended 30 September 2024 and on the carrying value of cash and cash equivalents.
- g) We have been informed by the RP that certain information including the minutes of the meetings of the Committee of Creditors (COC), and the outcome of certain specific/ routine procedures carried out as part of the IBC process are confidential in nature and could not be shared with other than the COC and Hon'ble NCLT. In the opinion of the RP, the matter is highly sensitive, confidential and may have adverse impact on the resolution process. Accordingly, we are unable to comment on the impact, if any, on the unaudited consolidated financial results including recognition, measurement and disclosures, that may arise had we been provided access to the above-mentioned information.
- h) As referred in Note 10 of the unaudited consolidated financial results, the land and building including related assets ("property") of a subsidiary company, leased to Corporate Debtor, has been acquired by the lender under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI") for default in repayment of dues by the subsidiary company. Pursuant to this, the RP has filed an IA No. 3314/2024 for the further direction from the Hon'ble NCLT for the possession of the leased premises of the Corporate Debtor and as per the direction given by Adjudicating authority status quo to be maintained till further order. In view of the above, we are unable to assess whether adjustments are necessary to carrying value of property of Rs 4,406.05 lakhs and corresponding borrowings of Rs 5,788.51 lakhs as at 30 September 2024, and the consequential impact, if any, on the unaudited consolidated financial results.
- i) The Group has accumulated losses, incurred net loss during the quarter and half year ended, current liabilities exceeding current assets resulting in negative working capital and negative networth considering the impact of various matters stated above and has defaulted in its debt/ other obligations. Accordingly, there exists a material uncertainty about the Group's ability to continue as a "Going Concern" since the future of the Group is dependent upon the successful implementation of the Resolution plan of the Holding Company. The unaudited consolidated financial results has been prepared by the management/ RP assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's/ RP's assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of assets and liabilities and their presentation and classification in the unaudited consolidated financial results.

Our report on the consolidated financial results for the quarter and year ended 31 March 2024 had a disclaimer of opinion and for the quarter ended 30 June 2024 had a disclaimer of conclusion with respect to the matters (f) to (i) stated above.



**6. Disclaimer of conclusion**

In view of the nature of the matters described in paragraph 5, 'Basis for Disclaimer of Conclusion', where the absence of sufficient and appropriate audit evidence has resulted in limitation of work and the consequent adjustments not being determined, we are unable to state whether the accompanying Statement has been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, or that the Statement discloses the information required to be disclosed in accordance with the requirements of Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement. Thus, we do not express a conclusion on the accompanying Statement.

**For MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169WW-100035



**Hitendra Bhandari**

Partner

Membership Number 107832

Place: Mumbai

Date: 14 November 2024

UDIN: 241078328KE01X 4359

