

**Ref: MTEL/2020-21/005****July 31, 2020**

To

The Manager (CRD) <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001	The Manager – Listing Department <b>National Stock Exchange of India Limited</b> 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: Submission of Annual Secretarial Compliance Report for the Financial Year 2019-20.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, Annual Secretarial Compliance Report, issued by a practising Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and circulars/guidelines issued there under.

Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of MT Educare Limited issued by R Bhandari & Co, Practising Company Secretaries, for the Financial Year 2019-20.

This is for your information and records.

Thanking you.

Yours faithfully,

**For MT Educare Limited**



**Ravindra Mishra**  
**Company Secretary**





# R. BHANDARI & CO.

Company Secretaries

Office No. 9, 1st Floor, Behind "B" Wing, Pushp Vinod No. 1, S.V. Road, Borivali - West, Mumbai - 400 092.  
Cell.: 99300 16725 / Off No.: 84509 43725 - Email ID: raghunathsb@yahoo.com

## Annual Secretarial Compliance Report of MT Educare Ltd For the year ended on 31<sup>st</sup> March, 2020

To,  
The Board of Directors,  
**MT EDUCARE LTD**  
220, 2<sup>nd</sup> Floor, "Flying Colors",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai - 400080

I, Raghunath Bhandari, proprietor of M/s. R. Bhandari & Co., Company Secretary in Practice have examined:

- All the documents and records made available to us and explanation provided by **MT Educare Ltd.** ("the listed entity");
- The filings / submissions made by the listed entity to the stock exchanges;
- Website of the listed entity;
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended on **31<sup>st</sup> March, 2020** ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India. ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("SEBI LODR")
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**not applicable to the company during the audit period**)



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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable to the company during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable to the company during the audit period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 amended w.e.f. 3<sup>rd</sup> October, 2018;
- (j) And other circulars / guidelines issued thereunder;

And based on the above examination, I hereby report that, during the review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	As per Regulation 17(1)(c) of SEBI LODR, the board of directors of the top 1000 listed entities (with effect from April 1, 2019) shall comprise of not less than six directors.	The Board of Directors of the Company should comprised of not less than six directors.	During the review period, the Board of Directors of the Company had comprised of five directors for the period from 07/01/2020 to 30/03/2020.
2.	As per Regulation 17(1)(a) of SEBI LODR, the board of directors of the Company shall have at least One Woman Director.	The Board of Directors of the Company should comprised of at least One Woman Director.	During the review period, the Board of Directors had not appointed Woman Director on the Board for the period from 02/10/2019 to 30/03/2020.
3.	As per Regulation 38 of SEBI LODR, the listed entity shall comply with the Minimum Public	The Company had to maintain the minimum public shareholding at least	The Company had minimum public shareholding less than twenty five per cent as on 31 <sup>st</sup> March, 2020.



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Shareholding (MPS) requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.	twenty five per cent.	
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries either by SEBI or~~ by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken By	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Regulation 38 of SEBI LODR (Compliance with requirement of Minimum Public Shareholding (MPS))	Total Fine levied of Rs.761,100/- vide its letter dated 12 <sup>th</sup> December, 2019 and Rs.542,800/- vide its letter dated 19 <sup>th</sup> February, 2020.	The Company had made payment of Rs.696,600/- and Rs.496,800/- respectively for the non-compliance till 31 <sup>st</sup> December, 2019.
2.	National Stock Exchange of India Ltd.	Regulation 38 of SEBI LODR (Compliance with requirement of Minimum Public Shareholding (MPS))	Total Fine levied of Rs.761,100/- vide its letter dated 11 <sup>th</sup> December, 2019 and Rs.542,800/- vide its letter dated 20 <sup>th</sup> January, 2020.	The Company had made payment of Rs.696,600/- and Rs.496,800/- respectively for the non-compliance till 31 <sup>st</sup> December, 2019.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous Reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken By the listed entity
Not Applicable				



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**We further report that during the Review Period,**

In view of the situation emerging out of the outbreak of COVID-19 Pandemic, we could not examine physical documents, records & other papers etc. of the Company for the year ended 31<sup>st</sup> March, 2020 and the documents / information required by us were provided through electronic Mode.

**For R. Bhandari & Co.  
Company Secretaries**



**Raghunath Bhandari**  
Proprietor

FCS No. 8048

CP No. 15381

**UDIN: F008048B000537555**

**Date: Mumbai**

**Place: 31<sup>st</sup> July, 2020**