

**Ref: MTEL/2020-21/018****November 25, 2020**

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: MTEUCARE</b>

Dear Sir/ Madam,

**Sub: Outcome of Board Meeting held on November 25, 2020**

This is to inform you that the Board of Directors of the Company at its meeting held today i.e., on November 25, 2020 at 04.00 p.m. and concluded at 05.15 p.m. has approved:

1) Un-audited Financial Results (Standalone & Consolidated) of the Company for the first quarter of the financial year 2020-21 ended on June 30, 2020 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

2) The Board has approved convening of 14<sup>th</sup> Annual General Meeting (AGM) on Thursday 24<sup>th</sup> December, 2020 through Video Conferencing (VC)/Other Audio Visual Means (OVAM) and approved notice thereof.

3) Appointment of Scrutinizer for the 14<sup>th</sup> Annual General Meeting to be held on Thursday 24<sup>th</sup> December, 2020.

4) Pursuant to section 91 of the Companies Act, 2013 and regulation 42 of SEBI (LODR) Regulations, 2015 the register of members & share transfer Books of the Company shall remain closed from 18<sup>th</sup> December, 2020 to 24<sup>th</sup> December, 2020 for the purpose of 14<sup>th</sup> Annual General Meeting of the Company to be held on Thursday 24<sup>th</sup> December, 2020.

5) Further, on account of resignation of Dr. Manish Agarwal, the Board has accorded their approval for reconstituting the committee/s of the Company w.e.f. November 25<sup>th</sup>, 2020 as below:

- 1. Audit Committee :**
  - a) Mr. Roshan Lal Kamboj – Chairman
  - b) Dr. Dattatraya Kelkar – Member
  - c) Mrs. Nanette D'sa – Member
  - d) Surender Singh – Member**

**2. Nomination and Remuneration Committee:**

- a) Dr. Dattatraya Kelkar – Chairman
- b) Mr. Roshan Lal Kamboj– Member
- c) Mrs. Nanette D'sa – Member
- d) **Surender Singh – Member**

**3. Stakeholders Relationship Committee:**

- a) Mr. Roshan Lal Kamboj – Chairman
- b) Dr. Dattatraya Kelkar – Member
- c) Mrs. Nanette D'sa – Member
- d) **Surender Singh – Member**

**4. Corporate Social Responsibility Committee:**

- a) Dr. Dattatraya Kelkar – Chairman
- b) Mr. Roshan Lal Kamboj – Member
- c) Mrs. Nanette D'sa – Member
- d) **Surender Singh – Member**

6) Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulation, 2015 based on recommendation of Nomination and Remuneration Committee, the Board has approved the following:

a. Acceptance of resignation, dated 24<sup>th</sup> November, 2020, of Mr. Sunil Jain from the post of Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company and pursuant to his resignation, Mr. Sunil Jain has ceased to be the CFO of the Company w.e.f November 25, 2020.

b. Appointed Mr. Sujeet Chaudhary as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. November 25, 2020. (Brief Profile is attached below)

7) The Key Managerial Personnel under Section 203 of Companies Act, 2013 are as below:

- a. Mr. Arun Kumar Khetan, Whole Time Director & CEO
- b. Mr. Sujeet Chaudhary, Chief Financial Officer (CFO) w.e.f November 25, 2020
- c. Mr. Ravindra Mishra, Company Secretary (CS)

This is for your information and records.

Thanking you,  
Yours faithfully,

**For MT Educare Limited**



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

**Encl: As above**



## Annexure I

### Brief Profile of Mr. Sujeet Chaudhary:

He is a Chartered Accountants having more than 18 years of (Post Qualification approx. 14 Years) varied exposure in diversified Finance, Accounts & Commercial domains with Track Record of Successes. Previously worked with LCL Logistix Handling 14 Entities across the Globe within CMA CGM Group as "Country Head F & A Designated to CFO after serving with SUZLON, DHL & Reliance Ind.

Has Lead the Entire Financial & Accounting Operations for the LCL Group (Thirteen Entities of CMA CGM Group Across the Globe) business and Ensure Better Controls across all the entities, Accountability for functional, business, and broad company objectives, Drive Controllership working closely with the Business Vertical Leaders, have supported the Business Leaders and Business Vertical CEO's with all aspects of Finance within the region, further has experience of Budgeting, Accounting & MIS, Audits , Taxation, Risk Management, Compliances and all other activities within the preview of Finance, Accounts & Commercial, Proficient in corporate finance, treasury & banking relationships vertical including working Capital management, Skilled in developing new business, identifying new funding opportunities, drafting of prospective programmatic budgets, and determining cost effectiveness of prospective service delivery, has experience of monitoring financial performance by measuring and analyzing results, initiating corrective actions, and minimizing the impact of variances.



**Statement of Standalone unaudited Financial Results for the quarter ended June 30, 2020**

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)			
		Quarter Ended June 30, 2020	Quarter Ended March 31, 2020 (Refer Note 6)	Quarter Ended June 30, 2019	Year ended March 31, 2020
		Unaudited	Audited	Unaudited	Audited
<b>1</b>	<b>Income</b>				
	Revenue from operations	1,399.01	1,636.99	4,385.89	14,668.23
	Other income	420.92	423.50	617.15	2,133.69
	<b>Total income</b>	<b>1,819.93</b>	<b>2,060.49</b>	<b>5,003.04</b>	<b>16,801.92</b>
<b>2</b>	<b>Expenses</b>				
	Direct expenses (Refer note 4)	456.82	1,338.64	2,143.27	6,854.45
	Employee benefits expense	505.22	600.40	924.25	2,889.90
	Finance costs	313.38	335.94	521.36	1,981.50
	Depreciation and amortisation expense	694.30	1,119.86	874.75	3,722.49
	Other expenses	473.24	988.07	578.87	2,938.61
	<b>Total expenses</b>	<b>2,442.96</b>	<b>4,382.91</b>	<b>5,042.50</b>	<b>18,386.95</b>
<b>3</b>	<b>Profit/(loss) from ordinary activities before exceptional items and tax (1-2)</b>	<b>(623.03)</b>	<b>(2,322.42)</b>	<b>(39.46)</b>	<b>(1,585.03)</b>
<b>4</b>	Exceptional items	-	3,114.65	-	3,114.65
<b>5</b>	<b>Profit/(loss) before tax for the period/year (3-4)</b>	<b>(623.03)</b>	<b>(5,437.07)</b>	<b>(39.46)</b>	<b>(4,699.68)</b>
<b>6</b>	Tax expense/(credit)	(181.14)	262.22	(14.15)	530.32
<b>7</b>	<b>Net Profit / (Loss) for the period/year after tax (5-6)</b>	<b>(441.89)</b>	<b>(5,699.29)</b>	<b>(25.31)</b>	<b>(5,230.00)</b>
<b>8</b>	<b>Other comprehensive income (including tax effect)</b>				
	Items that will not be reclassified to profit and loss (net of tax)	(11.68)	(40.31)	3.82	(46.74)
<b>1</b>	<b>Total comprehensive income/(loss) for the period/year (7+8)</b>	<b>(453.57)</b>	<b>(5,739.60)</b>	<b>(21.49)</b>	<b>(5,276.74)</b>
<b>2</b>	<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
<b>3</b>	<b>Other equity</b>				9,626.23
<b>4</b>	<b>Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):</b>				
	Basic	(0.61)	(7.89)	(0.04)	(7.24)
	Diluted	(0.61)	(7.89)	(0.04)	(7.24)

For and on behalf of the Board of Directors


  
**Arun Khetan**  
CEO and Whole-time Director  
DIN 02744522


  
**Sunil Jain**  
CFO

Mumbai, November 25, 2020



**Independent Auditor's Review Report on quarterly Unaudited Standalone Financial Results of MT Educare Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended**

To  
The Board of Directors  
**MT Educare Limited**

1. We have reviewed the accompanying Statement of unaudited standalone financial results of MT Educare Limited (the "Company") for the quarter ended 30 June 2020 ("the Statement") being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared 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 the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. 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. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

**4. Basis of Qualified conclusion**

- (a) The Company has recognized net deferred tax assets of Rs 7,976.89 Lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax asset can be utilized. In our opinion, due to uncertainty over the estimated profits for the future years arising out of the outbreak of COVID - 19 and the existence of unutilized tax losses available, it is highly uncertain that the Company would have sufficient taxable profits in future against which deferred tax asset can be utilized. Accordingly, we are unable to obtain sufficient appropriate audit evidence to corroborate the Management's assessment of recognition of deferred tax assets as at 30 June 2020. Had the deferred tax asset not been recognised the loss for the quarter ended 30 June 2020 would have been higher by Rs. 7,976.89 lakhs and Total Equity would have been lower by Rs. 7,976.89 lakhs
- (b) The Company has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 30 June 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the Statement.

**5. Qualified conclusion**

Based on our review conducted as above except for the effects/ possible effects of our observation stated in Para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with rules issued thereunder and other recognised accounting practices and principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the regulation, read with the circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.


6. The comparative Ind AS financial information of the Company for the corresponding quarter ended 30 June 2019 included in these standalone Ind AS financial results were reviewed by the predecessor auditor who expressed unmodified conclusion / opinion on the financial information and financial statements on 14 August 2019. The Ind AS financial information of the Company for the previous quarter ended 31 March 2020 and the Ind AS financial statements of the Company for the year ended 31 March 2020 included in these standalone Ind AS financial results were also audited by predecessor auditor who expressed a modified conclusion / opinion on the financial information and financial statements on 25 September 2020.

**7. Emphasis of matter**

We draw attention to Note 7 to the Statement, which explains the Management's evaluation of the financial impact on the Company due to lockdown and other restrictions imposed on account of COVID-19 pandemic situation. The assessment of the impact in the subsequent period is highly subjective and is dependent upon circumstances as they evolve.

Our opinion is not modified in respect of the above matter.

For **MGB & Co LLP**  
Chartered Accountants  
Firm Registration Number 101169W/W-100035

  
**Sanjay Kothari**  
Partner  
Membership Number 048215



Mumbai, 25 November 2020

UDIN: 20048215AAAA1N9123



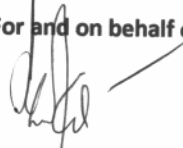
MT EDUCARE LTD.

Statement of Consolidated unaudited Financial Results for the quarter ended June 30, 2020

R. O. : 220, 2nd Flr., "FLYING COLORS", Pandit Din Dayal Upadhyay Marg,  
L. B. S. Cross Road, Mulund (W), Mumbai - 400 080.  
Ph. : 022-25937700 / 800 / 900 | Fax: 022-25937799  
CIN : L80903MH2006PLC163888  
Email : info@mteducare.com  
Website : www.mteducare.com

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)			
		Quarter Ended June 30, 2020	Quarter Ended March 31, 2020 (Refer Note 6)	Quarter Ended June 30, 2019	Year ended March 31, 2020
		Unaudited	Audited	Unaudited	Audited
<b>1</b>	<b>Income</b>				
	Revenue from operations	2,335.09	2,329.63	6,267.09	20,516.47
	Other income	585.46	575.97	811.40	2,626.19
	<b>Total income</b>	<b>2,920.55</b>	<b>2,905.60</b>	<b>7,078.49</b>	<b>23,142.66</b>
<b>2</b>	<b>Expenses</b>				
	Direct expenses (Refer note 4)	887.81	2,162.01	3,101.37	10,389.06
	Employee benefits expense	548.69	583.32	1,030.88	3,192.73
	Finance costs	415.06	468.13	605.42	2,403.24
	Depreciation and amortisation expense	779.61	1,354.84	959.03	4,287.99
	Other expenses	573.37	955.60	848.05	3,637.59
	<b>Total expenses</b>	<b>3,204.54</b>	<b>5,523.90</b>	<b>6,544.75</b>	<b>23,910.61</b>
<b>3</b>	<b>Profit/(loss) from ordinary activities before exceptional items and tax (1-2)</b>	<b>(283.99)</b>	<b>(2,618.30)</b>	<b>533.74</b>	<b>(767.95)</b>
<b>4</b>	Exceptional items	-	3,114.65	-	3,114.65
<b>5</b>	<b>Profit/(loss) before tax for the period/year (3-4)</b>	<b>(283.99)</b>	<b>(5,732.95)</b>	<b>533.74</b>	<b>(3,882.60)</b>
<b>6</b>	Tax expense/(credit)	(94.51)	169.80	133.20	710.78
<b>7</b>	<b>Net Profit/(loss) for the period/year after tax attributable to the shareholders of the company (5-6)</b>	<b>(189.48)</b>	<b>(5,902.75)</b>	<b>400.54</b>	<b>(4,593.38)</b>
<b>8</b>	<b>Other comprehensive income (including tax effect)</b>				
	Other comprehensive income/(loss) (including tax effect)	(8.97)	(29.46)	5.44	(35.89)
<b>9</b>	<b>Total comprehensive income for the period/year(7+8)</b>	<b>(198.45)</b>	<b>(5,932.21)</b>	<b>405.98</b>	<b>(4,629.27)</b>
<b>10</b>	<b>Paid up equity share capital ( Face Value Rs. 10 )</b>	7,222.81	7,222.81	7,222.81	7,222.81
<b>11</b>	<b>Other equity</b>				10,063.39
<b>12</b>	<b>Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):</b>				
	Basic	(0.26)	(8.17)	0.55	(6.36)
	Diluted	(0.26)	(8.17)	0.55	(6.36)

For and on behalf of the Board of Directors

  
**Arun Khetan**  
CEO and Whole-time Director  
DIN 02744522

  
**Sunil Jain**  
CFO



Mumbai, November 25, 2020



**Notes to the Statement of standalone and consolidated financial results for the quarter ended June 30, 2020:**


- 1 These results have been prepared in accordance with the Indian Accounting Standards (INDAS) notified under Companies Indian Accounting Standards Rules, 2015.
- 2 The Standalone and Consolidated Financial Results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on November 25, 2020.
- 3 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".
- 4 Direct expenses mainly includes fees paid to visiting faculties, purchase and printing of study material which is issued to students as a part of course material, center related utilities etc.
- 5 Mr. Mahesh Shetty and Zee Learn Limited form the promoter group of MT Educare Limited ('MTEL'). As per the provisions of the Securities Contracts (Regulations) Rules, 1957 (as amended) (SCRR), MTEL is required to maintain a public shareholding of 25% of the aggregate paid up equity share capital (Minimum Public Shareholding (MPS) Threshold). As per the Share holders agreement entered into between Zee Learn Limited, MT Educare Limited and Mr. Mahesh Shetty, Mr. Mahesh Shetty is required to sell such number of shares to meet the MPS requirement. The public shareholding of MTEL falls short of the required Minimum Public Shareholding by 2.47% as at June 30, 2020. Subsequently, Mr Mahesh Shetty has complied with MPS requirements on October 27, 2020.
- 6 The figures for the quarter ended March 31, 2020 are the balancing figures between unaudited figures for the nine month period ended December 31, 2019 and audited figures for the year ended March 31, 2020.
- 7 Note on COVID -19  
Due to the nation-wide lockdown announced by the Government, the Company's offices and coaching centres had to be closed and physical coaching services were suspended since then. However, during this period, the Company continued to provide coaching for the ongoing courses "on line" and thus transitioned the same from physical coaching model to an "on-line" model. The Company has also taken strategic initiatives to introduce "on line" courses alongside physical classroom courses going forward and thus has taken efforts to keep the disruption in the business to the minimum.

In preparation of these financial statements, the Company has taken into account internal and external sources of information to assess possible impacts of the pandemic, including but not limited to the assessment of liquidity and going concern, recoverable values of its financial and non-financial assets, and the impact on revenues. Based on current indicators of future economic conditions, the Company has sufficient liquidity and expects to fully recover the carrying amount of its assets. Basis the Company's projected cash flows for the next one year, management has concluded that the Company will have sufficient liquidity to continue its operations, although it expects possible delays with respect to collections from its government customers. Accordingly, necessary provisions have been made under the Expected Credit Loss model adopted by the Company.

The extent of the impact on the Company's operations remains uncertain and may differ from that estimated as at the date of approval of these financial results and will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Company is monitoring the rapidly evolving situation and its potential impacts on the Company's financial position, results of operations, liquidity, and cash flows.

- 8 The figures for the previous year/periods have been regrouped wherever necessary.

For and on behalf of the Board of Directors

  
**Arun Khetan**  
CEO and Whole-time Director  
DIN 02744522

  
**Sunil Jain**  
CFO



Mumbai, November 25, 2020

**Independent Auditor's Review Report on quarterly Unaudited Consolidated Financial Results of MT Educare Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended**

To  
The Board of Directors  
**MT Educare Limited**

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of MT Educare Limited ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter ended 30 June 2020 ("the Statement") being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared 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 the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. 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. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Holding Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The Statement includes the results of the following entities:

**Holding Company**

- i. MT Educare Limited

**Subsidiaries**

- i. MT Educational Services Private Limited
- ii. Lakshya Forum for Competition Private Limited (formerly Lakshya Educare 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 of Qualified conclusion**

- (a) The Group has recognized net deferred tax assets of Rs 8,481.37 Lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax asset can be utilized. In our opinion, due to uncertainty over the estimated profits for the future years arising out of the outbreak of COVID -19 and the existence of unutilized tax losses available, it is highly uncertain that the Group would have sufficient taxable profits in future against which deferred tax asset can be utilized. Accordingly, we are unable to obtain sufficient appropriate audit evidence to corroborate the Management's assessment of recognition of deferred tax assets as at 30 June 2020. Had the deferred tax asset not been recognised the loss for the quarter ended 30 June 2020 would have been higher by Rs. 8,481.37 lakhs and Total Equity would have been lower by Rs. 8,481.37 lakhs.

- (b) The Group has not complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 relating to the submission of the results for the quarter ended 30 June 2020 to Securities and Exchange Board of India (SEBI) within the stipulated time. Penalties on account of such non compliances are presently not ascertainable and not provided for in the books of account. Consequently, we are unable to comment on the impact, if any, on the Statement.

**6. Qualified conclusion**

Based on our review conducted as above except for the effects/ possible effects of our observation stated in Para 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with rules issued thereunder and other recognised accounting practices and principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the regulation, read with the circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. The comparative Ind AS financial information of the Group for the corresponding quarter ended 30 June 2019 included in these standalone Ind AS financial results were reviewed by the predecessor auditor who expressed unmodified conclusion / opinion on the financial information and financial statements on 14 August 2019. The Ind AS financial information of the Group for the previous quarter ended 31 March 2020 and the Ind AS financial statements of the Group for the year ended 31 March 2020 included in these standalone Ind AS financial results were also audited by predecessor auditor who expressed a modified conclusion / opinion on the financial information and financial statements on 25 September 2020.

**8. Emphasis of matter**

We draw attention to Note 7 to the Statement, which explains the Management's evaluation of the financial impact on the Group due to lockdown and other restrictions imposed on account of COVID-19 pandemic situation. The assessment of the impact in the subsequent period is highly subjective and is dependent upon circumstances as they evolve.

Our opinion is not modified in respect of above matter.

For **MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169WW-100035

  
**Sanjay Kothari**

Partner

Membership Number 048215



Mumbai, 25 November 2020

UDIN: 20048215AAAA102388