

Ref: MTEL/2023-24/008

August 8, 2023

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
Scrip Code : 534312	Symbol: MTEDUCARE

Dear Sir / Madam,

Sub: Outcome of Meeting held on August 8, 2023

This is to inform you that the financial results were taken on record by the Interim Resolution Professional and Directors of the Company at a meeting held on August 8, 2023. 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 Interim Resolution Professional who took charge of the affairs on 23rd December, 2022, and the powers of the board of directors are vested in the Interim resolution professional, Mr. Ashwin B Shah (“IRP”), the aforesaid meeting of the Directors was chaired by the IRP 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 quarter and Three months of the F Y 2023-24 ended on June 30, 2023.

The meeting commenced at 5.35 p.m. and concluded at 6.10 p.m.

The Following matters were taken on record:

1) Un-audited Financial Results (Standalone & Consolidated) of the Company for the first quarter and three months of the financial year 2023-24 ended on June 30, 2023 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 Directors Report, Corporate Governance Report, Stakeholders information and took note of Secretarial Audit report for the FY. 2022-23 ended 31st March, 2023.

3) The Notice for convening of 17th Annual General Meeting (AGM) on Monday 25th September, 2023 through Video Conferencing (VC)/Other Audio Visual Means (OVAM).

4) Appointment of Scrutinizer for the 17th Annual General Meeting to be held on Monday 25th September, 2023.

5) 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 Tuesday, 19th September, 2023 to Monday, 25th September, 2023 (both days inclusive) for the purpose of 17th Annual General Meeting of the Company to be held on Monday 25th September, 2023.

6) Approval for re-appointment of M/s Joshi Apte & Associates as Cost Auditor for the F. Y 2023-2024 (Brief Profile Attached with the Outcome).

7) subject to approval of members and other authority as may be applicable, re-appointment of Mr. Karunn Kandoi as Director in the Category of Non-Executive Independent Director for the second term of 5 years commencing from the expiry of his current term of appointment i.e. from March 1st, 2024 until February 28th, 2029.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For, MT Educare Limited (In CIRP)

ASHWIN
BHAVANJI
SHAH



(Ashwin Bhavanji Shah)

Interim Resolution Professional

AFA Valid Upto 19-Mar-2024

IP Reg. No: IBBI/IPA-001/IP/P-02648/2021-22/14054

Email ID: mteducare.cirp@gmail.com

Contact No: 9769468909

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.

Statement of Standalone Unaudited Financial Results for the quarter ended 30 June, 2023

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)			
		Quarter ended 30 June 2023	Quarter ended 31 March 2023 (Refer Note 10)	Quarter ended 30 June 2022	Year ended March 31, 2023
		Unaudited	Audited	Unaudited	Audited
1	Income				
	Revenue from operations	744.73	364.74	1,107.73	3,126.55
	Other income	514.85	183.57	173.71	384.05
	Total income	1,259.58	548.31	1,281.44	3,510.61
2	Expenses				
	Direct expenses (Refer Note 5 (a))	544.73	348.98	621.60	1,916.22
	Employee benefits expense	114.65	151.90	251.83	936.00
	Finance costs (Refer Note 7)	174.35	200.91	153.42	703.29
	Depreciation and amortisation expense	180.51	283.94	186.02	875.32
	Other expenses (Refer Note 5 (b))	535.77	1,733.14	202.66	2,367.19
	Total expenses	1,550.01	2,718.87	1,415.53	6,798.00
3	Profit/(Loss) before exceptional items before tax	(290.43)	(2,170.57)	(134.09)	(3,287.40)
	Less: Exceptional items	-	1,846.94	-	1,846.94
	Profit/(Loss) before tax	(290.43)	(4,017.50)	(134.09)	(5,134.33)
4	Tax expense/(credit)	(16.64)	(186.84)	(34.84)	(275.45)
5	Net Profit / (Loss) for the period/year after tax (3-4)	(273.79)	(3,830.66)	(99.25)	(4,858.89)
6	Other comprehensive income (including tax effect)				
	Items that will not be reclassified to profit or loss (Net of tax)	0.31	0.88	1.42	1.24
7	Total comprehensive income/(loss) for the period/year (5+6)	(273.48)	(3,829.78)	(97.83)	(4,857.64)
8	Paid up equity share capital (Face Value Rs. 10 per share)	7,222.81	7,222.81	7,222.81	7,222.81
9	Other equity				(709.15)
10	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):				
	Basic	(0.38)	(5.30)	(0.14)	(6.73)
	Diluted	(0.38)	(5.30)	(0.14)	(6.73)

For MT Educare Limited (In CIRP)

Ashwin

Ashwin Bhavanji Shah
Interim Resolution
AFA Valid Upto 19-Mar-2024
IP Reg. No: IBBI/IPA-001/IP/P-02648/2021-22/14054
Email ID: mteducare.cirp@gmail.com

Place : Mumbai
Date : 08 August 2023



Statement of Consolidated Unaudited Financial Results for the quarter ended 30 June 2023

Sr. No.	Particulars	Quarter ended 30 June 2023	Quarter ended 31 March 2023 (Refer Note 10)	Quarter ended 30 June 2022	Year ended March 31, 2023
		Unaudited	Audited	Unaudited	Audited
1	Income				
	Revenue from operations	1,268.31	914.13	1,840.12	5,819.26
	Other income	599.25	180.91	189.91	449.93
	Total income	1,867.56	1,095.04	2,030.03	6,269.19
2	Expenses				
	Direct expenses (Refer note 5 (a))	964.17	871.56	1,160.75	3,829.04
	Employee benefits expense	192.54	229.12	366.69	1,383.12
	Finance costs (Refer Note 7)	281.26	202.47	186.47	864.32
	Depreciation and amortisation expense	283.17	344.80	233.02	1,091.83
	Other expenses (Refer Note 5 (b))	582.34	2,739.32	343.34	3,770.44
	Total expenses	2,303.48	4,387.27	2,290.27	10,938.77
3	Profit/(loss) before tax for the period/year (1-2)	(435.92)	(3,292.23)	(260.24)	(4,669.58)
	Less: Exceptional items	-	1,627.52	-	1,627.52
	Profit/(Loss) before tax	(435.92)	(4,919.74)	(260.24)	(6,297.09)
4	Tax expense/(credit)	33.45	(181.81)	(52.77)	(226.36)
5	Net Profit/(loss) for the period/year after tax attributable to the shareholders of the Company (3-4)	(469.37)	(4,737.93)	(207.47)	(6,070.72)
6	Other comprehensive income (including tax effect)				
	Items that will not be reclassified to profit or loss (Net of tax)	0.03	(0.19)	1.71	0.12
7	Total comprehensive income for the period/year(5+6)	(469.34)	(4,738.10)	(205.76)	(6,070.60)
8	Profit/(Loss) for the year attributable to:				
	Owners of the Company	(469.37)	(4,737.93)	(207.47)	(6,070.72)
	Non controlling interest	-	-	-	-
9	Other comprehensive income/(loss) for the year attributable to:				
	Owners of the Company	0.03	(0.19)	1.71	0.12
	Non controlling interest	-	-	-	-
10	Total comprehensive income/(loss) for the year attributable to:				
	Owners of the Company	(469.34)	(4,738.10)	(205.76)	(6,070.60)
	Non - controlling interest	-	-	-	-
11	Paid up equity share capital (Face Value Rs. 10)	7,222.81	7,222.81	7,222.81	7,222.81
12	Other equity				(1,539.87)
13	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):				
	Basic	(0.65)	(6.56)	(0.29)	(8.40)
	Diluted	(0.65)	(6.56)	(0.29)	(8.40)



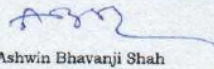
Notes to the Statement of Unaudited standalone and consolidated financial results for the quarter ended 30 June, 2023 :

- 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 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 stayed the constitution of Committee of Creditors (COC) till further hearing. There has been continuation of stay on constitution of COC by Hon'ble NCLAT from time to time till 02 June, 2023. Final hearing concluded on 02 June, 2023 and matter is reserved to order which is awaited.

With respect to the standalone and consolidated financial results for the quarter ended 30 June, 2023, the IRP 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 IRP has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the IRP 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 IRP including, his authorized representatives and advisors;
- c. The IRP, 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 ended 30 June, 2023 have been taken on record by the IRP 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 IRP has assumed that such information and data are in the 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 IRP 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 provisions of the Code, the Resolution Professional is required to undertake a review to determine avoidance transactions, However, since the formation of COC is stayed by Hon'ble NCLAT, no Resolution Professional is yet appointed and therefore review to determine avoidance transactions is pending.
- 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 After review by the Audit Committee, the Directors of the Corporate Debtor have approved the above results at their meeting held on 08 August, 2023 which was chaired by Mr. Ashwin Bhavanji Shah, IRP of the Corporate Debtor and IRP took the same on record basis recommendation from the directors. The Statutory Auditors have done Limited Review of the standalone and consolidated financial results for the quarter ended 30 June, 2023.
- 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, consumption of content cost and materials which is issued to students as a part of course material, center related utilities etc.
- 5.b. Other Expenses include Professional Fees, Provision for Doubtful Debts / Receivables and Provision for Impairment of Property, Plant and Equipment
- 6 The Group / Company has loans, trade receivables and other receivables of Rs. 10,953.41 lakhs / 5,069.16 lakhs (net of provisions) outstanding as at 30 June, 2023 from parties which are overdue/rescheduled. Management anticipate progress in business in the coming period which will enable recovery of the receivables in an orderly manner. Additionally, the management 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) cumulative of Rs. 1,328.18 lakhs / 938.04 lakhs respectively upto quarter ended 30 June, 2023. 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 been continued as going concern. With regard to corporate debtors MT Educare Ltd, in CIRP, the business operations are continued by IRP in accordance with objective of IBC 2016 to ensure that going concern is continued for maximising the value of corporate debtor.
- 9 The Group has not provided for interest income of Rs.190.01 lakhs for the quarter ended 30 June, 2023 on loans given considering prudence for pending recovery long outstanding of principal amount.
- 10 Figures for the Quarter ended 31 March, 2023 are the balancing figures between audited figures for the financial year and reviewed year to date figure upto third quarter of the respective financial year.
- 11 The figures for the previous year/periods have been regrouped wherever necessary.

For, MT Educare Limited (in CIRP)



Ashwin Bhavanji Shah

Interim Resolution Professional

AFA Valid Upto 19-Mar-2024

IP Reg. No: IBBI/IPA-001/IP/P-02648/2021-22/14054

Email ID: mteducare.cirp@gmail.com



Place : Mumbai
Date : 08 August 2023

Limited Review Report on the Quarterly Unaudited Standalone Financial Results of MT Educare Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To

The Board of Directors/Interim Resolution Professional (IRP) of
MT Educare Limited

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 appointed Interim Resolution Professional (IRP), who has been vested with management of affairs and powers of the Board of Directors, with direction to initiate appropriate action contemplated with extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules.
2. We have reviewed the accompanying statement of standalone unaudited financial results of the Company for the quarter ended 30 June 2023 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the 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 has been approved by the Company's Board of Directors and taken on record by the IRP in their meeting held on 8 August 2023, 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 Companies Act, 2013, as amended, read with rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
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 of qualified conclusion**
 - (a) The Company has recognized net deferred tax assets of Rs. 6,910.93 lakhs considering sufficient taxable income would be available in future years against which deferred tax assets can be utilized. In our opinion, due to losses during the current quarter and earlier years and pendency of Corporate Insolvency Resolution Process ("CIRP"), it is uncertain that the Company would achieve sufficient taxable income in the future against which deferred tax assets can be utilized. Accordingly, we are unable to obtain sufficient appropriate audit evidence to corroborate the Management's / IRP's assessment of recognition of deferred tax assets as at 30 June 2023. Had the deferred tax assets not been recognized, the net loss for the quarter ended 30 June 2023 would have been higher by Rs. 6,910.93 lakhs and Net worth of the Company as at 30 June 2023 would have been lower by Rs. 6,910.93 lakhs. Our opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.



- (b) The Company has outstanding loans, trade receivables and other receivables of Rs. 5,069.16 lakhs (net of provisions) as at 30 June 2023, which are overdue / rescheduled. The management / IRP envisages the same to be good and recoverable. However, owing to the aforementioned overdues / reschedulement, we are unable to comment upon adjustments, if any, that may be required to the carrying value of the aforesaid outstanding receivables and the consequential impact on the accompanying standalone financial results. Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- (c) We draw attention to Note 1(e) of the Statement regarding admission of the Company into 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. Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- (d) The Company has not provided for interest on borrowings of Rs. 86.60 lakhs for the quarter ended 30 June 2023 and Rs. 938.04 lakhs upto 30 June, 2023 on outstanding borrowings calculated based on the basic rate of interest as per the terms of the loan and claims received. Had the interest expense excluding penal interest, if any, been recognized, the net loss for the quarter ended 30 June 2023 would have been higher by Rs. 86.60 lakhs (Rs. 938.04 lakhs upto 30 June, 2023) excluding penal interest, if any, and the Net worth of the Company as at 30 June 2023 would have been lower by Rs. 938.04 lakhs. Non provision of interest is not in compliance with Ind AS 23 "Borrowing Costs". Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- (e) 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, we are unable to comment upon adjustments, if any, that may be required to the carrying amount of such assets and liabilities and consequential impact, if any, on the reported net loss for the quarter ended 30 June 2023. Non-determination of fair value of financial assets and liabilities are not in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets". Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.

The net worth of the Company excludes the effect of qualification, including which are non-quantifiable, as referred above.

6. Qualified Conclusion

Based on our review conducted as stated above, except for the effects/ possible effects of our observations stated in paragraph 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 Standard (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



7. Material Uncertainty relating to Going Concern

As mentioned in Note 1 to the Statement, the National Company Law (NCLT) has admitted a petition under the Insolvency and Bankruptcy Code, 2016. The Company continues to incur losses and has defaulted in its debt/ other obligations. Further, the Company has received various claims submitted by the operational / financial / other creditors and employees including claims for guarantee obligation and interest payable on loans. These events raise significant doubt on the ability of the Company to continue as a "Going Concern". Since Corporate Insolvency Resolution Process (CIRP) is currently in progress, as per the Code, it is required that the Company be managed as a going concern. Accordingly, the standalone financial results are prepared on going concern basis. The appropriateness of the preparation of standalone financial results on going concern basis is critically dependent upon CIRP as specified in the Code and the ultimate outcome of which is at present not ascertainable. Our opinion is not modified in respect of this matter.

8. Other Matters

- (a) Pursuant to applications 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 has admitted the applications and ordered the commencement of CIRP of MT Educare Limited 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 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 NCLAT, New Delhi. The Hon'ble National Company Law Appellate Tribunal ("NCLAT") by an Order dated 6 January 2023 stayed the Constitution of Committee of Creditors (COC), till further hearing. There has been continuation of stay on Constitution of COC by Hon'ble NCLAT from time to time till 2 June 2023. Final hearing concluded on 2 June 2023 and matter is reserved to Order, which is awaited.
- (b) As per Regulation 33 of the Listing Regulations, the standalone unaudited financial results of the Company submitted to the stock exchange shall be signed by the Chairperson or Managing Director or Whole Time Director or in absence of all of them, it shall be signed by any Director of the Company who is duly authorized by the Board of Directors to sign the standalone unaudited financial results. As mentioned in Note 1 of the Statement, in view of the ongoing CIRP, the powers of the Board of Directors stand suspended and are exercised by the Interim Resolution Professional.

For MGB & Co LLP
Chartered Accountants
Firm Registration Number 101169WW-100035



Hitendra Bhandari
Partner
Membership Number 107832
Place: Mumbai
Date: 8 August 2023
UDIN: 23107832BQWA201724



Limited Review Report on the Quarterly Unaudited Consolidated Financial Results of MT Educare Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To
The Board of Directors/Interim Resolution Professional (IRP) of
MT Educare Limited

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 and appointed Interim Resolution Professional (IRP), who has been vested with management of affairs and powers of the Board of Directors, with direction to initiate appropriate action contemplated with extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules.
2. We have reviewed the accompanying Statement of consolidated unaudited 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 ended 30 June 2023 ("the Statement") attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the 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 Holding Company's Board of Directors and taken on record by the IRP in their meeting held on 8 August 2023, 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 Companies Act, 2013, as amended, read with rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
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. 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

6. Basis of qualified conclusion

- a) The Group has recognized net deferred tax assets of Rs. 7,559.34 lakhs considering sufficient taxable income would be available in future years against which such deferred tax assets can be utilized. In our opinion, due to losses during the current quarter and earlier years and pendency of Corporate Insolvency Resolution Process ("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 / IRP's assessment of recognition of deferred tax assets as at 30 June 2023. Had the deferred tax assets not been recognized, the net loss for the quarter ended 30 June 2023 would have been higher by Rs. 7,559.34 lakhs and Net worth of the Group as at 30 June 2023 would have been lower by Rs. 7,559.34 lakhs. Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- b) i) The Group has outstanding loans, trade receivables and other receivables of Rs. 10,953.41 lakhs (net of provisions) as at 30 June 2023, which are overdue / rescheduled. The management / IRP envisages the same to be good and recoverable. However, owing to the aforementioned overdues / reschedulement, we are unable to comment upon adjustments, if any, that may be required to the carrying value of aforesaid outstanding receivables, and the consequential impact on the accompanying consolidated financial results. Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- ii) As referred in Note 9, the Group has not provided interest income of Rs. 190.01 lakhs, pending recoveries of long outstanding loans (included in b(i) above). Had the interest income been recognized, the net loss for the quarter ended 30 June 2023 would be lower by Rs.190.01 lakhs and the Net worth of the Group as at 30 June 2023 would have been higher by Rs. 190.01 lakhs.
- c) We draw attention to Note 1(e) of the Statement regarding admission of the Holding Company into 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. Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.
- d) The Group has not provided for interest on borrowings of Rs. 127.55 lakhs for the quarter ended 30 June 2023 and Rs. 1,328.18 lakhs upto 30 June 2023 on outstanding borrowings calculated based on the basic rate of interest as per the terms of the loan and claims received. Had the interest expenses been recognized, the net loss for the quarter ended 30 June 2023 would have been higher by Rs. 127.55 lakhs (Rs. 1,328.18 lakhs upto 30 June 2023) excluding penal interest, if any, and the Net worth of the Group as at 30 June 2023 would

have been lower by Rs. 1,328.18 lakhs. Non provision of interest is not in compliance with Ind AS 23 "Borrowing Costs". Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.

- e) 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, we are unable to comment upon adjustments, if any, that may be required to the carrying amount of such assets and liabilities and consequential impact, if any, on the reported net loss for the quarter ended 30 June 2023. Non-determination of fair value of financial assets and liabilities are not in compliance with Ind AS 109 "Financial Instruments" and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets". Our Opinion on the Statement for the year ended 31 March 2023 was also modified in respect of this matter.

The net worth of the Group excludes the effect of qualification, including which are non-quantifiable, as referred above.

7. Qualified Conclusion

Based on our review conducted as stated above, except for the effects/ possible effects of our observations stated in paragraph 6 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the applicable Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

8. Material Uncertainty relating to Going Concern

As mentioned in Note 1 to the Statement, the National Company Law Tribunal (NCLT) had admitted the petition under the Insolvency and Bankruptcy Code, 2016. The Group continues to incur losses and has defaulted in its debt/ other obligations. Further, the Holding Company has received various claims submitted by the operational / financial / other creditors and employees including claims for guarantee obligation and interest payable on loans. These events raise significant doubt on the ability of the Group to continue as a "Going Concern". Since Corporate Insolvency Resolution Process (CIRP) is currently in progress, as per the Code, it is required that the Holding Company be managed as a going concern. Accordingly, the consolidated financial results are prepared on going concern basis. The appropriateness of preparation of consolidated financial results on going concern basis is critically dependent upon CIRP as specified in the Code and the ultimate outcome of which is at present not ascertainable. Our opinion is not modified in respect of this matter.

9. Other Matters

- (a) Pursuant to applications 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 has admitted the applications and ordered the commencement of CIRP of MT Educare Limited 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 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 NCLAT, New Delhi. The

Hon'ble National Company Law Appellate Tribunal ("NCLAT") by an Order dated 6 January 2023 stayed the Constitution of Committee of Creditors (COC), till further hearing. There has been continuation of stay on Constitution of COC by Hon'ble NCLAT from time to time till 2 June 2023. Final hearing concluded on 2 June 2023 and matter is reserved to Order, which is awaited.

- (b) As per Regulation 33 of the Listing Regulations, the consolidated unaudited financial results of the Company submitted to the stock exchange shall be signed by the Chairperson or Managing Director or Whole Time Director or in absence of all of them, it shall be signed by any Director of the Company who is duly authorized by the Board of Directors to sign the consolidated unaudited financial results. As mentioned in Note 1 of the Statement, in view of the ongoing CIRP, the powers of the Board of Directors stand suspended and are exercised by the Interim Resolution Professional.

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035



Hitendra Bhandari

Partner

Membership Number 107832

Place : Mumbai

Date : 8 August 2023

UDIN: 23107832BQWA2P1161



Annexure I

A BRIEF PROFILE OF THE COST AUDITORS IS AS BELOW:

Joshi Apte and Associates is one of the leading Cost Auditing firm in India. It consists of 7 partners with varied exposure in Costing, Accounting, ERP implementation, Taxation, GST and other fields related to finance. Partners consist of different educational qualifications like Doctorate, Company Secretary and MBA. It has cliental of large Public Sector Companies, Private Companies and other forms of organizations too. Cliental includes from various industries like Pharma, Construction, Healthcare, Education, Petroleum, Engineering and many other fields. Partners in the firm have worked on Institute of Cost Accountants of India in various capacities like President, Chairman, Central Council Member and Regional Council Member also. Mix blend of experience and educational qualification makes the firm ahead in many aspects from other Cost Auditing Firms in India.

Annexure II

The profile and specific areas of expertise of Mr. Karunn Kandoi are provided as below:

Name of Director	Karunn Kandoi
Directors Identification Number (DIN)	01344843
Effective date of re-appointment	01/03/2021 and were reappointed by Shareholders at the Annual General Meeting held on 27 th September, 2021.
Qualification	B.E & M.B.A
Expertise in Specific functional Areas	Mr. Karunn Kandoi, heads business operations and is executive director for the Apply Board-India, a recent UniCorn, since August 2020. Before this Karunn Kandoi has worked with Extramarks Education India Private Limited as the Director- Whole Time & President Global Business. Prior to joining Extramarks he founded Shree Eduserve Private Limited, raised venture funding in it and created the largest brand for learning English in India. EdTech Professional with over 18 years of experience and a demonstrated history of working in the e-learning industry. Skilled in creating and expanding businesses, Operations Management, Management, Driving growth for technology led products, Leadership, and Marketing. Karunn Kandoi has a B.E. and is an MBA from the University of Washington, specialized in Product Management & Marketing. Karunn Kandoi has participated on various panels on EdTech organized by the likes of Asian Development Bank, CNBC, News Nation, Education Department of the Govt. of Kenya, FICCI-India etc...
No. of Equity Shares held	Nil
Directorships Held in Indian Public Companies as on date of Notice	2
Relationship with any other Director inter-se	NA