

Ref: MTEL/2021-22/001**10TH June, 2021**

To

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

Dear Sir/ Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2020-21.

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 Shravan A. Gupta & Associates, Practising Company Secretaries, for the Financial Year 2020-21.

This is for your information and records.

Thanking you.

Yours faithfully,
For MT Educare Limited



Ravindra Mishra
Company Secretary



Secretarial compliance report of M/s. MT Educare Limited for the year ended 31st March, 2021

I, Shravan A. Gupta, Company Secretary in whole time practice have examined:

- (a) All the documents and records made available to me and explanation provided by **M/s. MT Educare Limited** (“the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2021 (“Review Period”) in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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 and applicable thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;
- (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;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) and other circulars/ guidelines issued and applicable to the company thereunder;

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

- (a) The listed entity has complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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.	The Bombay Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS) for the quarter ended March 31, 2020	Fine of Rs. 5,36,900/-	Reply for Waiver of Penalty has been filed as on 10/07/20; same has been Pending for consideration by Bombay Stock Exchange.
2.	The Bombay Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS)	Fine of Rs. 10,85,600/-	Reply for Waiver of Penalty has been filed as on 14/12/20; same has been Pending for consideration by Bombay Stock Exchange
3.	The Bombay Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS)	Fine of Rs. 3,18,600/-	Reply for Waiver of Penalty has been filed as on 16/04/2021; same has been Pending for consideration by Bombay Stock Exchange.
4.	The Bombay Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended March 31, 2020	Fine of Rs. 2,70,000/-	Reply for Waiver of Penalty has been filed as on 23/10/2020; same has been Pending for consideration by Bombay Stock Exchange.
5.	The Bombay Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended June 30, 2020	Fine of Rs. 2,83,200/-	The Company has applied for the Waiver and extension of Time in advance dated 24/10/2020, same has been Pending for consideration by Bombay Stock Exchange.
6.	The Bombay Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended September 30, 2020	Fine of Rs. 1,77,000/-	The Company has applied for the Waiver and extension of Time in advance dated 24/10/2020, same has been Pending for consideration

				by Bombay Stock Exchange.
7.	The National Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended March 31, 2020	Fine of Rs. 2,70,000/-	Reply for Waiver of Penalty has been filed as on 23/10/2020; same has been waived off by National Stock Exchange
8.	The National Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended June 30, 2020	Fine of Rs. 4,18,900/-	The Company has applied for the Waiver, but the same has been rejected and further The Company had made payment of Rs. 4,18,900 for the non-compliance till 30th June 2020.
9.	The National Stock Exchange	Regulation 33 Delay in submission of Financial results for the quarter ended September 30, 2020	Fine of Rs. 1,77,000/-	The Company has applied for the Waiver and extension of Time in advance dated 24/10/2020.
10.	The National Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS) for the quarter ended March 31, 2020	Fine of Rs. 5,36,900/-	Reply for Waiver of Penalty has been filed as on 10/07/20; same has been Pending for consideration by National Stock Exchange
11.	The National Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS) for the quarter ended September 30, 2020	Fine of Rs. 10,85,600/-	Reply for Waiver of Penalty has been filed as on 14/12/20; same has been Pending for consideration by National Stock Exchange
12.	The National Stock Exchange	Regulation 38 Compliance with requirement of Minimum Public Shareholding (MPS) for the quarter ended December 31, 2020	Fine of Rs. 3,18,600/-	Reply for Waiver of Penalty has been filed as on 16/04/2021; same has been Pending for consideration by National Stock Exchange

(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	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Shravan A. Gupta & Associates
Practicing Company Secretary



Shravan A. Gupta
ACS: 27484, CP: 9990
UDIN: A027484C000441216
Place: Mumbai
Date: 10.06.2021