

Ref: MTEL/2019-20/016

May 20, 2019

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: MTEDUCARE

Dear Sir/ Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2018-19.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the financial year, 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 thereunder.

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 2018-19.

This is for your information and records.

Thanking you.

Yours faithfully,

For MT Educare Limited



Mandar Chavan
Company Secretary





R. Bhandari & Co.

Company Secretaries

Office No.13, New Tulsi Tower, Saibaba Nagar, Mira-Bhayander Rd., Mira Road(E), Thane - 401107.

✉ Email ID: raghunathsb@yahoo.com

☎ Mob No.: 99300 16725 / Off No.: 84509 43725

Secretarial Compliance Report of MT Educare Ltd

For the year ended on 31st March, 2019

To,
The Board of Directors,
MT EDUCARE LTD
220, 2nd 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:

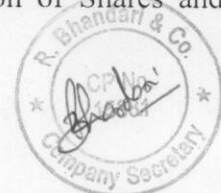
- All the documents and records made available to us and explanation provided by **MT Educare Ltd.** ("the listed entity");
- The filings/ submissions made by the listed entity to the stock exchanges;
- Website of the listed entity;
- Any other document/ filing, as may be relevant, which has been relied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

For the year ended on **31st March, 2019** ("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**)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



R. Bhandari & Co.

Company Secretaries

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- (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, 1996 and The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 amended w.e.f 3rd October, 2018;
And 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
Not applicable			

- (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.
Not applicable				



R. Bhandari & Co.

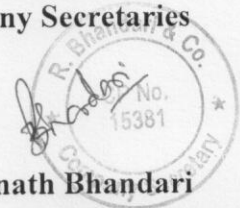
Company Secretaries

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(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				

For R. Bhandari & Co.
Company Secretaries



Raghunath Bhandari

Proprietor

FCS No. 8048

CP No. 15381

Date: 15th May, 2019

Place: Thane