

Ref: MTEL/2023-24/010

November 06th, 2023

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: Outcome of Meeting held on November 6, 2023

This is to inform you that the financial results were taken on record by the Resolution Professional under regulation 17(3) and Directors of the Company at a meeting held on November 6, 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 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 ("RP"), the aforesaid meeting of the Directors was chaired by the RP 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 Six months of the F Y 2023-24 ended on September 30, 2023.

The meeting commenced at 5.35 p.m. and concluded at 6.15 p.m.

The Following matters were taken on record:

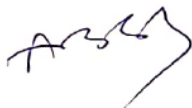
- 1) Taken on record Un-audited financial Results (Standalone and Consolidated) of the Company for the Second quarter and half year of the financial year 2023-24 ended on September 30, 2023 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed below.

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

Thanking you.

Yours faithfully,

For, MT Educare Limited (In CIRP)



(Ashwin Bhavanji Shah)

Resolution Professional under regulation 17(3)

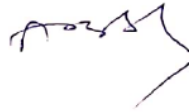
AFA Valid Upto 19-Mar-2024

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 ("CIRP 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, IRP has constituted Committee of Creditors on 21-08-2023. At present, IRP is performing function as Resolution Professional under regulation 1793) of CIRP of IBBI.



Statement of Consolidated Unaudited Financial Results for the quarter and half year ended 30 September 2023

Sr. No.	Particulars	Quarter ended 30 September 2023	Quarter ended 30 June 2023	Quarter ended 30 September 2022	Half Year ended 30 September 2023	Half Year ended 30 September 2022	Year ended March 31, 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	Revenue from operations	1,414.77	1268.31	1705.16	2,683.08	3,545.28	5,819.26
	Other income	516.03	599.25	11.19	1,115.28	201.10	449.93
	Total income	1,930.80	1,867.56	1,716.35	3,798.36	3,746.38	6,269.19
2	Expenses						
	Direct expenses (Refer note 5 (a))						
	Employee benefits expense	938.75	964.17	924.12	1,902.92	2,084.87	3,829.04
	Finance costs (Refer Note 7)	197.31	192.54	426.31	389.85	793.00	1,383.12
	Depreciation and amortisation expense	301.01	281.26	210.57	582.27	397.04	864.32
	Other expenses (Refer Note 5 (b))	260.87	283.17	241.43	544.04	474.45	1,091.83
	Total expenses	2,418.57	2,303.48	2,286.31	4,722.05	4,576.58	10,938.77
3	Profit/(Loss) before exceptional items and tax (1-2)	(487.77)	(435.92)	(569.96)	(923.69)	(830.20)	(4,669.58)
	Less: Exceptional items (Refer Note 10)	-	-	-	-	-	1,627.52
	Profit/(Loss) before tax	(487.77)	(435.92)	(569.96)	(923.69)	(830.20)	(6,297.10)
4	Tax expense/(credit)	25.70	33.45	2.03	59.15	(50.74)	(226.36)
5	Net Profit/(loss) for the period/year after tax attributable to the shareholders of the Company (3-4)	(513.47)	(469.37)	(571.99)	(982.84)	(779.46)	(6,070.74)
6	Other comprehensive income (including tax effect)						
	Items that will not be reclassified to profit or loss (Net of tax)	19.56	0.03	(2.35)	19.59	(0.64)	0.12
7	Total comprehensive income/(loss) for the period/year(5+6)	(493.91)	(469.34)	(574.34)	(963.25)	(780.10)	(6,070.62)
8	Profit/(Loss) for the year attributable to:						
	Owners of the Company	(513.47)	(469.37)	(571.99)	(982.84)	(779.46)	(6,070.74)
	Non controlling interest	-	-	-	-	-	-
9	Other comprehensive income/(loss) for the year attributable to:						
	Owners of the Company	19.56	0.03	(2.35)	19.59	(0.64)	0.12
	Non controlling interest	-	-	-	-	-	-
10	Total comprehensive income/(loss) for the year attributable to:						
	Owners of the Company	(493.91)	(469.34)	(574.34)	(963.25)	(780.10)	(6,070.62)
	Non - controlling interest	-	-	-	-	-	-
11	Paid up equity share capital (Face Value Rs. 10)						
12	Other equity	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81
13	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):						
	Basic	(0.71)	(0.65)	(0.79)	(1.36)	(1.08)	(8.40)
	Diluted	(0.71)	(0.65)	(0.79)	(1.36)	(1.08)	(8.40)

For MT Educare Limited (In CIRP)

Ashwin Bhavanji Shah
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: 06 November 2023

Consolidated Statement of Assets and Liabilities as at 30 September 2023

	(Rs. in lakhs)	
	As at 30 September 2023	As at 31 March 2023
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipments	2,273.36	2,349.97
Right -of - use assets	1,840.13	1,327.58
Capital work-in-progress	36.80	21.83
Investment Property	3,472.18	3,528.73
Intangible assets	5.51	9.45
Financial assets		
- Investments		
-Loans	0.35	0.36
-Other financials assets	3,047.56	3,444.14
Deferred tax assets (net)	325.91	286.32
Non-current tax assets (net)	7,562.25	7,548.55
Total non-current assets	1,099.64	1,080.71
	19,663.69	19,597.64
Current assets		
Financial assets		
- Inventories	157.20	
-Trade receivables	993.56	1,096.18
- Cash and cash equivalents	77.55	372.72
- Bank balances other than cash and cash equivalents	561.32	551.34
-Loans	4,828.61	4,308.10
-Other financial assets	3,361.96	3,348.84
Other current assets	228.03	170.15
Total current assets	10,208.23	9,847.33
TOTAL ASSETS	29,871.92	29,444.97
EQUITY AND LIABILITIES		
Equity		
Equity share capital	7,222.81	7,222.81
Other equity	(2,503.14)	(1,539.89)
Total equity	4,719.67	5,682.92
Liabilities		
Non-current liabilities		
Financial Liabilities		
- Borrowings		
- Lease liabilities	-	4,740.46
Provisions	1,872.11	1,322.31
Deferred tax liabilities (net)	118.84	146.56
Other non-current liabilities	229.92	150.47
Total non-current liabilities	281.67	71.56
	2,502.54	6,431.36
Current liabilities		
Financial Liabilities		
- Borrowings	10,565.06	5,391.37
- Lease liabilities	71.38	90.69
- Trade payables		
Total outstanding dues of micro and small enterprises	856.60	808.81
Total outstanding dues of creditors other than micro and small enterprises	5,238.32	5,157.95
- Other financial liabilities	3,200.32	2,993.23
Other current liabilities	2,371.35	2,520.28
Provisions	346.68	368.36
Total current liabilities	22,649.71	17,330.69
Total liabilities	25,152.25	23,762.05
TOTAL EQUITY AND LIABILITIES	29,871.92	29,444.97



Statement of Consolidated Cash Flows for the period ended 30 September 2023

(Rs. in lakhs)

	For the period ended 30 September 2023	For the year ended 31 March 2023
	(Unaudited)	(Audited)
A. Cash flow from operating activities		
Profit/(Loss) before exceptional items before tax	(923.69)	(4,669.58)
Adjustments for:		
Depreciation and amortisation expenses	544.05	1,091.83
Interest income	(1,026.38)	(215.53)
Finance Cost	582.29	864.32
Net loss on sale / discard of property, plant and equipment/ intangible assets/ capital work in progress	-	619.89
Provision for doubtful debts /receivables	904.89	1,918.62
Liabilities written back	(88.90)	(233.74)
Provision for impairment of investments	-	0.01
Operating profit before working capital changes	(7.74)	(624.19)
Changes in working capital:		
Decrease/(Increase) in Inventories	(157.20)	-
Decrease/(Increase) in trade and other receivables	(17.56)	455.66
(Decrease)/Increase in trade and other payables	617.50	405.06
Cash generated from/(used in) operations	435.04	236.53
Direct taxes paid (net of refund)	(18.92)	(36.62)
Net cash generated from / (used in) operating activities (A)	416.12	199.92
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangibles (including Capital work-in-progress)	(51.34)	(256.63)
Proceeds from sale of property, plant and equipment/ intangible assets	-	4.84
Decrease/(Increase) in other bank balances	(9.98)	(23.58)
Interest received	7.13	-
Net cash flow generated from/ (used in) investing activities (B)	(54.19)	(275.37)
C. Cash flow from financing activities		
Proceeds/(Repayment) from borrowings (net)	(8.25)	1,430.69
Proceeds/(Repayment) from Borrowings to banks and financial institution (net)	(1.37)	(109.00)
Payment of lease liabilities	(644.07)	(1,024.22)
Finance cost paid	(3.40)	(174.77)
Net cash flow from/(used in) financing activities (C)	(657.09)	122.70
Net increase/(decrease) in Cash and cash equivalents (A+B+C)	(295.16)	47.27
Cash and cash equivalents at the beginning of the period	372.72	325.45
Cash and cash equivalents at the end of the period	77.55	372.72
Cash and cash equivalents at the end of the period*		
Comprises:		
Balances with banks in current accounts	77.55	372.72
	77.55	372.72



Notes to the Statement of Unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 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 ("IRP") 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 ordered to hold the formation of Committee of Creditors (COC) till further hearing i.e till 21 February, 2023. 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 was reserved for order. Finally, Hon'ble NCLAT order was pronounced on 18 August 2023 whereby Appeal filed by Director Mr. Vipin Choudhry was dismissed. The said order dated 18 August 2023 was served upon IRP on 21 August 2023. IRP immediately constituted Committee of Creditors on 21 August 2023. The 1st COC meeting was held on 28 August 2023 and thereafter three more meetings were held. COC have decided to appoint new Resolution Professional u/s 22(3)(b) of IBC 2016 but as of date the said appointment is pending from COC. In accordance with regulation 17(3) of CIRP of IBBI, IRP is performing the functions of Resolution Professional (RP) till the confirmation of appointment of RP is done by Hon'ble NCLT upon application of COC in this regard.

With respect to the standalone and consolidated financial results for the quarter and half year ended 30 September 2023, the RP 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 RP has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the RP 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 RP including, his authorized representatives and advisors;
 - c. The RP, 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 and half year ended 30 September 2023 have been taken on record by the RP 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 RP 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 RP 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 RP is required to undertake a review to determine avoidance transactions. However, COC have decided to appoint new RP under section 22(3)(b) but the appointment is pending. Further, appointment of legal consultant and filing of application for exclusion / extension of timeline of CIRP is pending from COC. Owing to the mentioned factors 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 The Standalone and Consolidated Financial Results have been reviewed by the Audit Committee duly Chaired by RP and taken on record at their respective meetings held on 6th November 2023 and have been subjected to review by the statutory auditor.
- 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. 10,960.10 lakhs / Rs. 5,121.62 lakhs (net of provisions) outstanding as at 30 September, 2023 from parties which are overdue/rescheduled. Management/RP anticipate progress in business in the coming period which will enable recovery of the receivables in an orderly manner. Additionally, the management/RP 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) of Rs 128.95 lakhs / Rs 87.55 lakhs respectively for quarter ended 30 September 2023 and Rs. 256.50 lakhs / Rs. 174.16 lakhs respectively for half year ended 30 September 2023 (cumulative Rs. 1,457.12 Lakhs / Rs 1,025.60 Lakhs upto 30 September 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 has not provided for interest income of Rs. 190.01 lakhs / Rs.380.02 lakhs for the quarter and half year ended 30 September 2023 on loans given considering prudence for pending recovery long outstanding of principal amount.
- 9 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 RP in accordance with objective of IBC 2016 to ensure that going concern is continued for maximising the value of corporate debtor.
- 10 During the year ended 31 March 2023, in view of no operating activities / negative network/ default in repayment of debts of secured creditors in certain subsidiaries of MT Educare Limited, the investment in subsidiaries companies have been impaired by Rs 1846.94 Lakhs in standalone financial statement and goodwill in consolidation impaired by Rs 1627.52 lakhs in consolidated financials statement.
- 11 SVC Cooperative Bank Ltd (SVC) has issued demand notice u/s 13(2) of SARFAESI Act On Labh Ventures India Private Limited (a subsidiary company) as principal borrower and Holding company as corporate guaranter for Rs 49.73 crores. SVC Cooperative Bank Ltd. has filed claim before RP for Rs 49.73 Crores since corporate debtor was corporate guaranter. However, the claim submitted by SVC Cooperative Bank Ltd has not been admitted by RP, owing to the fact that there was no invocation of corporate guarantee by SVC Bank Ltd prior to Insolvency commencement date i.e 16th December 2022.
- 12 The figures for the previous year/periods have been regrouped wherever necessary.

For, MT Educare Limited (In CIRP)

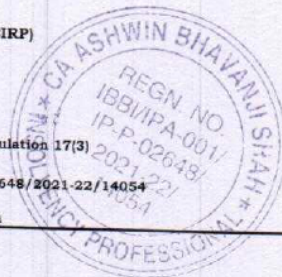
Ashwin Bhavanji Shah

Resolution Professional under regulation 17(3)

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 : 06 November 2023

Limited Review Report on the Quarterly/ Half yearly 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/ Resolution Professional (RP) 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 Resolution Professional (RP), 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 and half year ended 30 September 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 RP in their meeting held on 6 November 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. 7,562.25 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 / RP's assessment of recognition of deferred tax assets as at 30 September 2023. Had the deferred tax assets not been recognized, the net loss for the quarter and half year ended 30 September 2023 would have been higher by Rs. 7,562.25 lakhs and Net worth of the Group as at 30 September 2023 would have been lower by Rs. 7,562.25 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. 10,960.10 lakhs (net of provisions) as at 30 September 2023, which are overdue / rescheduled. The management / RP 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 8, the Group has not provided interest income of Rs. 190.01 lakhs and Rs 380.02 lakhs for the quarter and half year ended 30 September respectively, pending recoveries of long outstanding loans (included in b(i) above). Had the interest income been recognized, the net loss for the quarter and half year ended 30 September 2023 would be lower by Rs.190.01 lakhs and Rs. 380.02 lakhs respectively and the Net worth of the Group as at 30 September 2023 would have been higher by Rs. 380.02 lakhs. Our Opinion on the Statement for the quarter ended 30 June 2023 was also modified in respect of this matter
- 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. 128.95 lakhs and Rs 256.50 lakhs for the quarter and half year ended 30 September 2023 respectively and Rs. 1,457.12 lakhs upto 30 September 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 and half year ended 30 September 2023 would have been higher by Rs. 128.95 lakhs and Rs 256.50 lakhs respectively excluding penal interest, if any, and the Net worth of the Group as at 30 September 2023 would have been lower by Rs. 1,457.12 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 and half year ended 30 September 2023. Non-determination of fair value of financial assets and liabilities and impairment of carrying amount of other 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. Hon'ble NCLAT order was pronounced on 18 August 2023 whereby Appeal filed by Director Mr. Vipin Choudhry was dismissed. IRP constituted Committee of Creditors (COC) on 21 August 2023. COC have decided to appoint new Resolution Professional u/s 22(3)(b) of IBC 2016 but as of date the said appointment is pending from COC. In accordance with regulation 17(3) of CIRP of IBBI, IRP is performing the functions of Resolution Professional till the confirmation of appointment of RP is done by Hon'ble NCLT upon application of COC in this regard.

- (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 Resolution Professional.

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



Hitendra Bhandari

Partner

Membership Number 107832

Mumbai, 6 November 2023

UDIN: 23107832B6WBDY3907

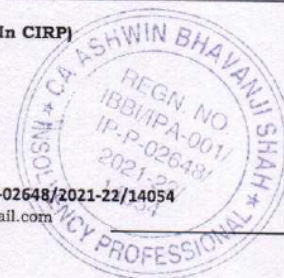


Statement of Standalone Unaudited Financial Results for the quarter and half year ended 30 September 2023

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)					
		Quarter ended 30 September 2023	Quarter ended 30 June 2023	Quarter ended 30 September 2022	Half Year ended 30 September 2023	Half Year ended 30 September 2022	Year ended March 31, 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	Revenue from operations	637.48	744.73	820.11	1,382.21	1,927.84	3,126.55
	Other income	529.31	514.85	5.33	1,044.16	179.04	384.05
	Total income	1,166.79	1,259.58	825.44	2,426.37	2,106.88	3,510.61
2	Expenses						
	Direct expenses (Refer Note 5 (a))	505.67	544.73	466.17	1,050.40	1,087.77	1,916.22
	Employee benefits expense	110.86	114.65	289.06	225.51	540.89	936.00
	Finance costs (Refer Note 7)	191.66	174.35	167.60	366.01	321.02	703.29
	Depreciation and amortisation expense	196.27	180.51	177.00	376.78	363.02	875.32
	Other expenses (Refer Note 5 (b))	641.06	535.77	303.12	1,176.83	505.78	2,367.18
	Total expenses	1,645.52	1,550.01	1,402.95	3,195.53	2,818.48	6,798.00
3	Profit/(Loss) before exceptional items before tax	(478.73)	(290.43)	(577.51)	(769.16)	(711.60)	(3,287.40)
	Less: Exceptional items (Refer Note 10)	-	-	-	-	-	1,846.94
	Profit/(Loss) before tax	(478.73)	(290.43)	(577.51)	(769.16)	(711.60)	(5,134.33)
4	Tax expense/(credit)	(0.58)	(16.64)	(33.16)	(17.22)	(68.00)	(275.45)
5	Net Profit / (Loss) for the period/year after tax (3-4)	(478.15)	(273.79)	(544.35)	(751.94)	(643.60)	(4,858.89)
6	Other comprehensive income (including tax effect)						
	Items that will not be reclassified to profit or loss (Net of tax)	17.54	0.31	(1.06)	17.85	0.36	1.24
7	Total comprehensive income/(loss) for the period/year (5+6)	(460.61)	(273.48)	(545.41)	(734.09)	(643.24)	(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	7,222.81	7,222.81
9	Other equity						
10	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):						(709.15)
	Basic	(0.66)	(0.38)	(0.75)	(1.04)	(0.89)	(6.73)
	Diluted	(0.66)	(0.38)	(0.75)	(1.04)	(0.89)	(6.73)

For MT Educare Limited (In CIRP)

Ashwin Bhavanji Shah
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: 06 November 2023

Standalone Statement of Assets and Liabilities as at 30 September 2023

(Rs. in lakhs)

	As at 30 September 2023	As at 31 March 2023
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, Plant and Equipments	516.33	545.30
Right -of -use assets	3,335.19	3,323.69
Capital work-in-progress	2.42	-
Intangible assets	5.51	9.45
Financial assets		
- Investments	1,298.02	1,298.02
- Loans	2,440.32	2,316.41
- Other financials assets	423.60	381.94
Deferred tax assets (net)	6,905.51	6,894.29
Non-current tax assets (net)	1,009.12	991.15
Total non-current assets	15,936.02	15,760.25
Current assets		
Financial assets		
-Inventories	80.26	-
-Trade receivables	1,448.77	1,565.66
- Cash and cash equivalents	34.70	67.02
- Bank balances other than cash and cash equivalents	396.05	389.63
-Loans	5.28	5.12
-Other financial assets	5,102.89	5,248.05
Other current assets	74.49	111.03
Total current assets	7,142.44	7,386.51
TOTAL ASSETS	23,078.46	23,146.76
EQUITY AND LIABILITIES		
Equity		
Equity share capital	7,222.81	7,222.81
Other equity	(1,443.24)	(709.15)
Total equity	5,779.57	6,513.66
Liabilities		
Non-current liabilities		
Financial Liabilities		
- Lease liabilities	5,524.87	5,124.27
Provisions	51.11	76.34
Other non-current liabilities	149.80	20.16
Total non-current liabilities	5,725.78	5,220.77
Current liabilities		
Financial Liabilities		
- Borrowings	3,286.70	3,173.50
- Lease liabilities	48.59	56.68
- Trade payables		
Total outstanding dues of micro enterprises and small enterprises	334.83	290.84
Total outstanding dues of creditors other than micro and small enterprises	4,067.39	3,945.68
- Other financial liabilities	2,032.63	1,871.72
Other current liabilities	1,476.88	1,727.19
Provisions	326.09	346.72
Total current liabilities	11,573.11	11,412.33
Total liabilities	17,298.89	16,633.10
TOTAL EQUITY AND LIABILITIES	23,078.46	23,146.76



MT Educare Limited
Standalone Statement of Cash Flows for the period ended 30 September 2023

(Rs. in lakhs)

	For the period ended 30 September 2023	For the year ended 31 March 2023
	(Unaudited)	(Audited)
A. Cash flow from operating activities		
Profit/(Loss) before exceptional items and tax	(769.17)	(3,287.40)
Adjustments for:		
Depreciation and amortisation expenses	376.78	875.32
Net loss on sale / discard of property, plant and equipment/ intangible assets/ capital work in progress	-	502.99
Interest income	(1,039.13)	(206.06)
Finance cost	366.02	703.29
Provision for doubtful debts /receivables	904.89	1,123.83
Liabilities written back	-	(166.44)
Provision for Impairment of investments	-	0.01
Operating profit/ (loss) before working capital changes	(160.61)	(454.46)
Changes in working capital:		
Decrease/(Increase) in inventories	(80.26)	-
Decrease in trade and other receivables	267.10	545.78
Increase in trade and other payables	179.82	1,006.95
Cash generated from/(used in) operations	206.05	1,098.27
Net income tax paid	(17.97)	(65.01)
Net cash generated from operating activities (A)	188.08	1,033.26
B. Cash flow from investing activities		
Purchase of property, plant and equipment/ intangible assets (including Capital Work-in-Progress)	(14.28)	(166.84)
Proceeds from sale of property, plant and equipment/ intangible assets	-	4.84
Decrease/(Increase) in other bank balances	(6.41)	(16.26)
Interest received	-	0.03
Net cash flow (used in)/generated from investing activities (B)	(20.69)	(178.23)
C. Cash flow from financing activities		
Proceeds/(Repayment) from borrowings (net)	(8.25)	225.00
Proceeds/(Repayment) from Working Capital loans (net)	121.45	(342.13)
Proceeds/(Repayment) from Borrowings to banks and financial institution (net)	-	(109.00)
Repayment of lease liabilities	(309.51)	(667.98)
Finance cost paid	(3.40)	(129.54)
Net cash flow (used in)/ from financing activities (C)	(199.71)	(1,023.65)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)	(32.32)	(168.62)
Cash and cash equivalents at the beginning of the period	67.02	235.65
Cash and cash equivalents at the end of the period	34.70	67.02
Cash and cash equivalents at the end of the period*		
* Comprises:		
Balances with banks in current accounts	34.70	67.02
	34.70	67.02



Notes to the Statement of Unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 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 ("IRP") 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 ordered to hold the formation of Committee of Creditors (COC) till further hearing i.e. till 21 February, 2023. 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 was reserved for order. Finally, Hon'ble NCLAT order was pronounced on 18 August 2023 whereby Appeal filed by Director Mr. Vipin Choudhry was dismissed. The said order dated 18 August 2023 was served upon IRP on 21 August 2023. IRP immediately constituted Committee of Creditors on 21 August 2023. The 1st COC meeting was held on 28 August 2023 and thereafter three more meetings were held. COC have decided to appoint new Resolution Professional u/s 22(3)(b) of IBC 2016 but as of date the said appointment is pending from COC. In accordance with regulation 17(3) of CIRP of IBBI, IRP is performing the functions of Resolution Professional (RP) till the confirmation of appointment of RP is done by Hon'ble NCLT upon application of COC in this regard.

With respect to the standalone and consolidated financial results for the quarter and half year ended 30 September 2023, the RP 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 RP has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the RP 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 RP including, his authorized representatives and advisors;

c. The RP, 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 and half year ended 30 September 2023 have been taken on record by the RP 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 RP 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 indicated therein. Accordingly, the RP 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 RP is required to undertake a review to determine avoidance transactions. However, COC have decided to appoint new RP under section 22(3)(b) but the appointment is pending. Further, appointment of legal consultant and filing of application for exclusion / extension of timeline of CIRP is pending from COC. Owing to the mentioned factors 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 The Standalone and Consolidated Financial Results have been reviewed by the Audit Committee duly Chaired by RP and taken on record at their respective meetings held on 6th November 2023 and have been subjected to review by the statutory auditor.

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. 10,960.10 lakhs / Rs. 5,121.62 lakhs (net of provisions) outstanding as at 30 September, 2023 from parties which are overdue/rescheduled. Management/RP anticipate progress in business in the coming period which will enable recovery of the receivables in an orderly manner. Additionally, the management/RP 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) of Rs 128.95 lakhs/ Rs 87.55 lakhs respectively for quarter ended 30 September 2023 and Rs. 256.50 lakhs / Rs. 174.16 lakhs respectively for half year ended 30 September 2023 (cumulative Rs. 1,457.12 Lakhs/ Rs. 1,025.60 Lakhs upto 30 September 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 has not provided for interest income of Rs. 190.01 lakhs / Rs.380.02 lakhs for the quarter and half year ended 30 September 2023 on loans given considering prudence for pending recovery long outstanding of principal amount.

9 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 RP in accordance with objective of IBC 2016 to ensure that going concern is continued for maximising the value of corporate debtor.

10 During the year ended 31 March 2023, in view of no operating activities / negative network/ default in repayment of debts of secured creditors in certain subsidiaries of MT Educare Limited, the investment in subsidiaries companies have been impaired by Rs 1846.94 Lakhs in standalone financial statement and goodwill in consolidation impaired by Rs 1627.52 lakhs in consolidated financials statement.

11 SVC Cooperative Bank Ltd(SVC) has issued demand notice u/s 13(2) of SARFAESI Act On Labh Ventures India Private Limited (a subsidiary company) as principal borrower and Holding company as corporate guaranter for Rs 49.73 crores. SVC Cooperative Bank Ltd. has filed claim before RP for Rs 49.73 Crores since corporate debtor was corporate guaranter. However, the claim submitted by SVC Cooperative Bank Ltd has not been admitted by RP, owing to the fact that there was no invocation of corporate guarantee by SVC Bank Ltd prior to Insolvency commencement date i.e 16th December 2022.

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

For, MT Educare Limited (In CIRP)

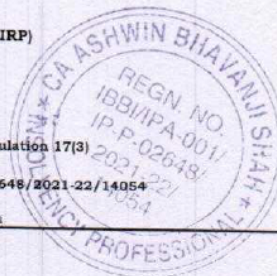
Ashwin Bhavanji Shah

Resolution Professional under regulation 17(3)
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 : 06 November 2023



Limited Review Report on the Quarterly/ Half yearly 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/Resolution Professional (RP) 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 Resolution Professional (RP), 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 and half year ended 30 September 2023 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements 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 RP in their meeting held on 6 November 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. 6,905.51 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 quarter and half year ended 30 September 2023 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 / RP's assessment of recognition of deferred tax assets as at 30 September 2023. Had the deferred tax assets not been recognized, the net loss for the quarter and half year ended 30 September 2023 would have been higher by Rs. 6,905.51 lakhs and Net worth of the Company as at 30 September 2023 would have been lower by Rs. 6,905.51 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. 5,121.62 lakhs (net of provisions) as at 30 September 2023, which are overdue / rescheduled. The management / RP 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. 87.55 lakhs and Rs 174.16 lakhs for the quarter and half year ended 30 September 2023 respectively and Rs. 1,025.60 lakhs upto 30 September, 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 and half year ended 30 September 2023 would have been higher by Rs. 87.55 lakhs and Rs 174.16 lakhs respectively excluding penal interest, if any, and the Net worth of the Company as at 30 September 2023 would have been lower by Rs. 1,025.60 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 and half year ended 30 September 2023. Non-determination of fair value of financial assets and liabilities and impairment of carrying amount of other 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. Hon'ble NCLAT order was pronounced on 18 August 2023 whereby Appeal filed by Director Mr. Vipin Choudhary was dismissed. IRP constituted Committee of Creditors (COC) on 21 August 2023. COC have decided to appoint new Resolution Professional u/s 22(3)(b) of IBC 2016 but as of date the said appointment is pending from COC. In accordance with regulation 17(3) of CIRP of IBBI, IRP is performing the functions of Resolution Professional till the confirmation of appointment of RP is done by Hon'ble NCLT upon application of COC in this regard.
- (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 Resolution Professional.

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



Hitendra Bhandari
Partner
Membership Number 107832
Mumbai, 6 November 2023
UDIN: 23/07832 BqW BDX 8742

