R. O. : 220, 2nd Flr., "FLYING COLORS",
Pandit Din Dayal Upadhyay Marg,
L. B. S. Cross Road, Mulund (W),
Mumbai - 400 080.
Ph. : 022-25937700 / 800 / 900

MT EDUCARE LTD.

Statement of Standalone/Consolidated Results for the quarter ended June 30, 2012

₹ in Lakhs

Sr. No.	Particulars	Quarter Ended June 30, 2012		Year Ended March 31, 2012	
		Standalone	Consolidated	Standalone	Consolidated
		Unaudited	*Unaudited*	*Audited*	*Audited*
1	Fees	3,470.19	3,552.54	12,491.11	12,715.34
	Operating income	147.25	138.19	341.09	342.01
	Revenue from operations (Net)	3,617.44	3,690.73	12,832.20	13,057.35
2	**Expenses**				
	Direct Expenses	2,100.95	2,145.07	6,756.15	6,977.15
	Employee Benefits	523.34	538.78	1,760.71	1,798.68
	Other Expenses	565.14	573.75	1,934.05	1,971.13
	Depreciation and amortisation expense	208.39	214.08	763.81	781.63
	Total	3,397.82	3,471.68	11,214.72	11,528.59
3	**Profit From Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	219.62	219.05	1,617.48	1,528.76
4	Other income	139.36	135.19	404.49	396.75
5	**Profit From Operations before Finance Costs and Exceptional Items (3+4)**	358.98	354.24	2,021.97	1,925.51
6	Finance costs	0.32	0.32	4.79	4.79
7	**Profit From Operations before Exceptional Items (5-6)**	358.66	353.92	2,017.18	1,920.72
8	Exceptional items	-	-	-	-
9	**Profit / (Loss) from ordinary activities before tax (7+8)**	358.66	353.92	2,017.18	1,920.72
10	Tax expense:				
	Current Tax	115.00	115.00	736.85	736.85
	Deferred Tax	(8.90)	(8.90)	(96.40)	(100.12)
11	**Profit / (Loss) from ordinary activities after tax (9-10)**	252.56	247.82	1,376.73	1,283.99
12	Extraordinary items	-	-	-	-
13	**Profit / (Loss) after tax (11 + 12)**	252.56	247.82	1,376.73	1,283.99
	Prior Period Items	-	-	0.01	0.01
	Minority Interest	-	0.15	-	(39.19)
	Profit / (Loss) for Appropriation (13 + 14)	252.56	247.67	1,376.74	1,323.19
14	**Paid up Equity Share Capital**	3,954.79	3,954.79	3,517.29	3,517.29
15	**Reserves & Surplus**	5,589.57	5,515.13	2,264.09	2,194.55
16	**Earnings per share (of ₹10 each):**				
	(a) Basic	0.66	0.65	3.93	3.78
	(b) Diluted	0.66	0.64	3.91	3.76
	Earnings per share (excluding extraordinary items) (of ₹10 each):				
	(a) Basic	0.66	0.65	3.93	3.78
	(b) Diluted	0.66	0.64	3.91	3.76

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Sr. No.	Particulars	Quarter Ended June 30, 2012		Year Ended March 31, 2012	
		Standalone	Consolidated	Standalone	Consolidated
		Unaudited	*Unaudited*	*Audited*	*Audited*
A.	**PARTICULARS OF SHAREHOLDING**				
1	**Public Shareholding**				
	Number of Shares	2,25,90,987	2,25,90,987	1,82,15,987	1,82,15,987
	Percentage of Shareholding	57.12%	57.12%	51.79%	51.79%
2	**Promoters and Promoter Group Shareholding**				
	a) Pledged/Encumbered				
	- Number of shares	NIL	NIL	NIL	NIL
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	N.A.	N.A.	N.A.	N.A.
	- Percentage of shares (as a% of the total share capital of the company)	N.A.	N.A.	N.A.	N.A.
	b) Non-encumbered				
	- Number of Shares	1,69,56,885	1,69,56,885	1,69,56,885	1,69,56,885
	- Percentage of shares (as a% of the total shareholding of promoter and promoter group)	100%	100%	100%	100%
	- Percentage of shares (as a % of the total share capital of the company)	42.88%	42.88%	48.21%	48.21%

Sr. No.	Particulars	Quarter Ended June 30, 2012
B.	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	NIL
	Received during the quarter	13
	Resolved during the quarter	13
	Remaining unresolved at the end of the quarter	NIL

Notes:

1. The above results have been subject to limited review by the auditors in accordance with Clause 41 of the Listing Agreement and have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on August 10, 2012.

2. Financial Results for the Quarter ended June 30, 2011 have not been published since the same were not subjected to limited review by the Statutory Auditors.

3. As the Company's business activities falls within a single primary business segment, the disclosure requirements as per Accounting Standard 17 'Segment Reporting' is not applicable.

4. Previous period / year figures have been regrouped / reclassified wherever necessary.

5. In March 2012, The Company approached the capital market with its maiden Public Issue of 1,23,75,000 Equity Shares of face value of ₹10 each for cash at a price of ₹80 per equity share (including a share premium of ₹70 per equity share) aggregating to ₹9,900 Lakhs consisting of a fresh issue of 43,75,000 Equity Shares aggregating to ₹3,500 Lakhs and an Offer for Sale of 80,00,000 Equity Shares by Helix Investments Company aggregating to ₹6,400 Lakhs. The shares of the Company got listed on BSE Limited and the National Stock Exchange of India Limited on April 12, 2012.

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6. Utilization of IPO Proceeds (₹ in lakhs):

Amount received from IPO (A)	**3,500.00**
Deployment of Funds Received from IPO:	
Financing cost of construction of PUC Campus in Karnataka	1,096.55
Establishing New Coaching Centres	69.98
Issue Expenses	339.02
Total Deployment of Funds till June 30, 2012 (B)	**1,505.54**
Balance Amount to be Utilized lying in bank accounts or invested in liquid mutual funds (A-B)	**1,994.46**
Interim Deployment of Unutilized Funds:	
(i) Invested in units of FMP's or Liquid Mutual Funds	1,981.30
(ii) Lying in Bank Accounts	13.16

By Order of the Board
For MT Educare Limited

MT EDUCARE LTD.

Mahesh R. Shetty
Chairman & Managing Director

Place: Mumbai
Date: August 10, 2012

SHAPARIA & MEHTA
CHARTERED ACCOUNTANTS

1/74, KRISHNA KUNJ, R. A. KIDWAI ROAD, KING'S CIRCLE, MATUNGA (C. RLY.), MUMBAI - 400 019
TELEFAX. : 2409 8905 / 06 / 07 / 08 • E-mail : sm.ca@vsnl.com

LIMITED REVIEW REPORT (STANDALONE)

Review Report to
The Board of Directors
MT Educare Limited,

We have reviewed the accompanying statement of unaudited financial results of the **MT Educare Limited** ("The Company") for the quarter ended 30th June, 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards [Standards notified pursuant to Companies(Accounting Standards) Rules,2006 and/or Accounting Standards issued by Institute of Chartered Accountants of India] and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

SHAPARIA & MEHTA * MUMBAI * CHARTERED ACCOUNTANTS

For Shaparia & Mehta
Chartered Accountants
Firm Reg No.: 112350W

Mohammad

Mohammad Tarwala
Partner
Membership No.:-105054

Place: Mumbai
Date: 10th August, 2012

SHAPARIA & MEHTA
CHARTERED ACCOUNTANTS

1/74, KRISHNA KUNJ, R. A. KIDWAI ROAD, KING'S CIRCLE, MATUNGA (C. RLY.), MUMBAI - 400 019
TELEFAX. : 2409 8905 / 06 / 07 / 08 • E-mail : sm.ca@vsnl.com

LIMITED REVIEW REPORT (CONSOLIDATED)

Review Report to
The Board of Directors
MT Educare Limited,

We have reviewed the accompanying statement of unaudited consolidated financial results of the **MT Educare Limited** ("The Company") for the quarter ended 30th June, 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/Committee of Board of Directors. Our responsibility is to issue a report on these consolidated financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the consolidated financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards [Standards notified pursuant to Companies (Accounting Standards) Rules,2006 and/or Accounting Standards issued by Institute of Chartered Accountants of India] and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Shaparia & Mehta
Chartered Accountants
Firm Reg No.: 112350W

Mohammad Tarwala
Partner
Membership No.:-105054

SHAPARIA & MEHTA * MUMBAI * CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 10th August, 2012