

February 12, 2020

Ref: MTEL/2019-20/046

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 Board Meeting held on February 12, 2020

This is to inform you that the Board of Directors of the Company at its meeting held today i.e., on February 12, 2020 at 07.30 p.m. and concluded at 09.50 p.m. has approved the Un-Audited Financial Results (Standalone and Consolidated) of the Company for the third quarter and nine months of the Financial Year 2019-20 ended on December 31, 2019 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The copy of the Financial Results along with the Limited Review Report by Statutory Auditors of the Company is enclosed herewith.

This is for your information and records.

Thanking you.

Yours faithfully,

For MT Educare Limited


Ravindra Mishra
Company Secretary

Independent Auditor's Review Report on unaudited quarterly and year to date financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**The Board of Directors
MT Educare Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of MT Educare Limited ('the Company') for the quarter ended December 31, 2019 and the year to-date results for the period April 1, 2019 to December 31, 2019 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" 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 financial results are free of material misstatements. A review 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 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.



4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant 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 Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Vaijayantimala Belsare
Membership No.: 049902
UDIN: 20049902AAAAAD1254



Place: Mumbai
Date: February 12, 2020

Statement of Standalone unaudited Financial Results for the quarter and nine months ended December 31, 2019

Sr. No.	Particulars	(Rs. in Lakhs, except EPS data)					
		Quarter Ended December 31, 2019	Quarter Ended September 30, 2019	Quarter Ended December 31, 2018	Nine Months Ended December 31, 2019	Nine Months Ended December 31, 2018	Year ended March 31, 2019
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	Revenue from operations	4,209.09	4,436.26	4,132.69	13,031.24	14,198.71	18,200.31
	Other income	421.55	671.49	322.57	1,710.19	1,118.31	1,965.00
	Total income	4,630.64	5,107.75	4,455.26	14,741.43	15,317.02	20,165.31
2	Expenses						
	Direct expenses (Refer note 4)	1,382.48	1,990.06	2,316.53	5,515.81	8,187.84	9,873.72
	Employee benefits expense	716.44	648.81	729.76	2,289.50	2,410.85	3,113.77
	Finance costs	579.53	544.67	172.11	1,645.56	1,259.75	1,632.05
	Depreciation and amortisation expense	857.79	870.09	338.68	2,602.63	1,104.21	1,433.61
	Other expenses	727.06	644.61	574.10	1,950.54	2,305.09	3,198.25
	Total expenses	4,263.30	4,698.24	4,131.18	14,004.04	15,267.74	19,251.40
3	Profit before tax (1-2)	367.34	409.51	324.08	737.39	49.28	913.91
4	Tax expense	131.76	150.49	115.02	268.10	19.91	183.46
5	Net Profit for the period/year after tax (3-4)	235.58	259.02	209.06	469.29	29.37	730.45
6	Other comprehensive income/(loss) (including tax effect)	-	(10.25)	6.25	(6.43)	18.76	9.95
7	Total comprehensive income for the period/year (5+6)	235.58	248.77	215.31	462.86	48.13	740.40
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	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):						
	Basic	0.33	0.36	0.29	0.65	0.04	1.02
	Diluted	0.32	0.36	0.29	0.65	0.04	1.01

For and on behalf of the Board of Directors

Date - February 12, 2020
Place - Mumbai


Debshankar Mukhopadhyay
Managing Director
DIN: 08194567

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Debshankar Mukhopadhyay
Managing Director

Independent Auditor's Review Report on Consolidated Unaudited Quarterly and year to date financial results of the Group, its Associate and Joint Venture pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**The Board of Directors
MT Educare Limited**

1. We have reviewed the accompanying statement of consolidated unaudited financial results of MT Educare Limited ('the Holding Company'), its subsidiaries, (the Holding Company and its subsidiaries together referred to as the 'Group') for the quarter ended December 31, 2019, and the year to-date results for the period from April 1, 2019 to December 31, 2019 ('the Statement'), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, 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 the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" 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 results are free of material misstatement. A review 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 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.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entities:

Sr. No	Name of the Company	Relationship with the Holding Company
1	MT Education Services Private Limited	Wholly owned Subsidiary
2	Lakshya Forrum for Competitions Private Limited (Formerly known as Lakshya Educare Private Limited)	Wholly owned Subsidiary
3	Chitale's Personalised Learning Private Limited	Wholly Owned Subsidiary
4	Sri Gayatri Educational Services Private Limited	Subsidiary
5	Robomate Edutech Private Limited	Wholly owned Subsidiary
6	Letspaper Technologies Private Limited	Wholly owned Subsidiary
7	Labh ventures India Private Limited	Wholly owned Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant 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 Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W


Vaijayantimala Belsare
Membership No.: 049902
UDIN: 20049902AAAAAC4304



Place: Mumbai
Date: February 12, 2020

Statement of Consolidated unaudited Financial Results for the quarter and nine months ended December 31, 2019

(Rs. in Lakhs, except EPS data)

Sr. No.	Particulars	Quarter Ended December 31, 2019	Quarter Ended September 30, 2019	Quarter Ended December 31, 2018	Nine Months Ended December 31, 2019	Nine Months Ended December 31, 2018	Year ended March 31, 2019
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	Revenue from operations	5,478.97	6,440.78	4,970.87	18,186.84	17,827.29	22,856.12
	Other income	412.43	826.39	553.11	2,050.22	1,346.47	2,078.88
	Total income	5,891.40	7,267.17	5,523.98	20,237.06	19,173.76	24,935.00
2	Expenses						
	Direct expenses (Refer note 4)	2,141.55	2,984.13	2,762.99	8,227.05	10,128.11	12,440.43
	Employee benefits expense	811.02	767.51	800.05	2,609.41	2,689.41	3,634.72
	Finance costs	672.25	657.44	445.82	1,935.11	1,608.90	1,977.15
	Depreciation and amortisation expense	987.69	986.43	452.67	2,933.15	1,369.04	1,813.09
	Other expenses	735.79	1,098.15	706.84	2,681.99	2,742.29	3,932.04
	Total expenses	5,348.30	6,493.66	5,168.37	18,386.71	18,537.75	23,797.43
3	Profit before tax (1-2)	543.10	773.51	355.61	1,850.35	636.01	1,137.57
4	Tax expense	165.69	242.09	120.96	540.98	199.27	225.50
5	Net Profit for the period/year after tax attributable to the shareholders of the company (3-4)	377.41	531.42	234.65	1,309.37	436.74	912.07
6	Other comprehensive income/(loss) (including tax effect)	-	(11.87)	6.25	(6.43)	36.70	32.11
7	Total comprehensive income/(loss) for the period/year(5+6)	377.41	519.55	240.90	1,302.94	473.44	944.18
8	Paid up equity share capital (Face Value Rs. 10)	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81	7,222.81
9	Earnings per share (Face Value of Rs. 10 each) (Not annualised for the quarters):						
	Basic	0.52	0.74	0.33	1.81	0.61	1.27
	Diluted	0.52	0.73	0.33	1.80	0.61	1.27

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Srinivas
CFO
DINESH BHUNDA

Notes to the Statement of standalone and consolidated financial results for the quarter and nine months ended December 31, 2019:

- 1 These results have been prepared in accordance with the Indian Accounting Standards (INDAS) notified under Companies Indian Accounting Standards Rules, 2015.
- 2 The Standalone and Consolidated Financial Results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 12, 2020.
- 3 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".
- 4 Direct expenses mainly includes study material and fees paid to visiting faculties etc.
- 5 Mr. Mahesh Shetty and Zee Learn Limited form the promoter group of MT Educare Limited ('MTEL'). As per the provisions of the Securities Contracts (Regulations) Rules, 1957 (as amended) (SCRR), MTEL is required to maintain a public shareholding of 25% of the aggregate paid up equity share capital (Minimum Public Shareholding (MPS) Threshold). As per the Share holders agreement entered into between Zee Learn Limited, MT Educare Limited and Mr. Mahesh Shetty, Mr. Mahesh Shetty is required to sell such number of shares to meet the MPS requirement. As at December 31, 2019, the public shareholding of MTEL falls short of the required Minimum Public Shareholding by 7.71%. In order to comply with MPS, MTEL has identified among other options, Sale of shares held by Promoter through the secondary market (Offer for Sale) as the more feasible options to comply with requirement of MPS. However, in view of the low volume of trading in shares of MTEL, Mr. Mahesh Shetty will seek more time to meet the MPS requirement.

- 6 With effect from April 1, 2019, the company has adopted INDAS 116, 'leases' using modified retrospective approach. On April 1, 2019, the company has recognised lease liability measured at the present value of the remaining lease payments and Right of use asset (ROU) at its carrying amount, discounted using the lessee's incremental borrowing rate as at April 1, 2019.

The major impact on adopting INDAS 116 on the Company's consolidated financial results for the quarter and nine months ended December 31, 2019 is as follows:

- a. Depreciation expense has been increased by Rs. 654.89 lakhs and Rs. 1,828.45 lakhs for the quarter and nine months ended respectively, due to amortisation of ROU asset;
- b. Finance cost has been increased due to interest accrued on outstanding lease liability amounting to Rs. 197.60 lakhs and Rs. 508.65 lakhs for the quarter and nine months ended respectively;
- c. Rent expense has been reduced by Rs. 763.42 lakhs and Rs. 2,136.87 lakhs for the quarter and nine months ended respectively, due to recognition of operating lease as ROU asset and a corresponding lease liability;
- d. Net impact on profit before tax amounts to an expense of Rs. 89.07 lakhs and Rs. 200.23 lakhs for the quarter and nine months ended December 31, 2019 respectively.

The major impact on adopting INDAS 116 on the Company's Standalone financial results for the quarter and nine months ended December 31, 2019 is as follows:

- a. Depreciation expense has been increased by Rs 612.43 lakhs and Rs. 1,779.64 lakhs for the quarter and nine months ended respectively, due to amortisation of ROU asset;
- b. Finance cost has been increased due to interest accrued on outstanding lease liability amounting to Rs.269.59 lakhs and Rs. 777.50 lakhs for the quarter and nine months ended respectively;
- c. Rent expense has been reduced by Rs. 769.64 lakhs and Rs. 2,266.31 lakhs for the quarter and nine months ended respectively due to recognition of operating lease as ROU asset and a corresponding lease liability;
- d. Net impact on profit before tax amounts to an expense of Rs. 112.38 lakhs and Rs. 290.83 lakhs for the quarter and nine months ended December 31, 2019 respectively.

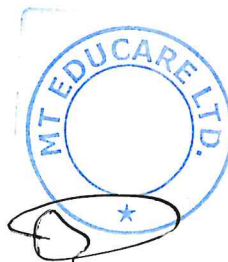
Consequent to the implementation of INDAS 116, net cash flows generated from/used in operating activities and financing activities are not comparable with previous period.

- 7 Pursuant to the Taxation Law (Amendment) Ordinance, 2019 issued by the Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective from April 1, 2019, domestic companies have the option to pay Income Tax at 22% plus applicable surcharge and cess ('new tax regime') subject to certain conditions. Company is in the process of evaluating the option available in the Ordinance. Pending evaluation, Company has not given any effect of the Ordinance in the financial results.

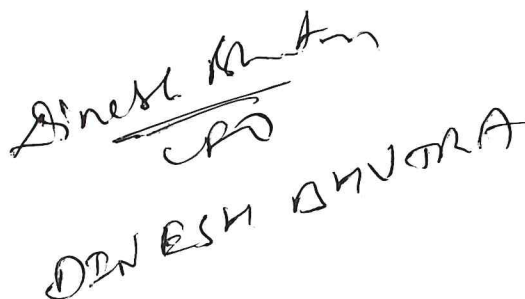
For and on behalf of the Board of Directors

Date - February 12, 2020
Place - Mumbai


Debshankar Mukhopadhyay
Managing Director
DIN: 08194567



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