## Mahesh Shetty

A/1303, Kalinga, Nirmal Nagar, Mulund(W), Mumbai. 400080



 $14_{th}$  August, 2020

Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051
Scrip Code: MTEDUCARE

Dear Sir,

## Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to the captioned subject and in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the details of changes in holding with respect to disposal of 15,61,646 Equity Shares in MT Educare Limited in the prescribed format, to comply with the requirement of Regulation 38 of SEBI (LODR) , 2015 pertaining to maintaining Minimum Public Shareholding (MPS) in MT Educare Limited pursuant to the terms of the Shareholders Agreement entered into between the Company, Zee Learn Limited and myself.

Kindly take the above on your record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

Mahesh Shetty

Encl.: A/a

CC: **MT Educare Limited** 220, 2<sub>nd</sub> Floor, Flying Colors, Pandit Din Dayal Upadhay Marg, L.B.S. Cross Road, Mulund (West), Mumbai – 400 080

## Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  Mahesh Shetty    Whether the acquirer belongs to Promoter/Promoter group  Yes    Name(s) of the Stock Exchange(s) where the shares of TC are Listed  BSE Limited & National Stock Exchange of India Limited    Details of the acquisition / disposal as follows  Number  % w.r.t.total share/voting capital wherever applicable(*)  % w.r.t.total share/voting capital wherever applicable(*)  % w.r.t.total share/voting capital wherever applicable(*)    Before the acquisition/disposal under consideration, holding of:  13,252,453  18.35  18.35    0 Shares carrying voting rights  13,252,453  18.35  18.35    0 Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)  -  -  -    et Total (a+b+c+d)  13,252,453  18.35  18.35    Details of acquireit to receive shares  -  -  -    a) Shares carrying voting rights acquired / sold-otherwise than by shares  -  -  -    c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights acquired / sold-otherwise than by shares  -  -  -    a) Shares carrying voting rights acquired/sold <td< th=""><th>Name of the Target Company (TC)</th><th colspan="3">MT Educare Limited</th></td<>	Name of the Target Company (TC)	MT Educare Limited		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed  BSE Limited & National Stock Exchange of India Limited    Details of the acquisition / disposal as follows  Number  % w.r.t.total share/voting capital wherever applicable(*)  % w.r.t.total diluted share/voting capital of the acquisition/disposal under consideration, holding of:    a) Shares carrying voting rights  13,252,453  18.35  18.35    b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  -  -    c) Voting rights (VR) otherwise than by shares  -  -  -    d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T c (specify holding in each category)  -  -  -  -    a) Shares carrying voting rights acquired/sold  1,561,646  2.16  2.16  2.16    b) Shares carrying voting rights in the T c (specify holding in each category)  -  -  -  -    e) Total (a+b+c+d)  13,252,453  18.35  18.35  18.35    b) VRs acquired / sold-otherwise than by shares  -  -  -  -    c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T c (specify holding in each category)  -  -		Mahesh Shetty		
LimitedDetails of the acquisition / disposal as followsNumber% w.r.t.total share/voting capital wherever applicable(*)% w.r.t. total diluted share/voting capital of the applicable(*)Before the acquisition/disposal under consideration, holding of:Image: Capital of the applicable(*)% w.r.t. total diluted share/voting capital of the TC (**)Before the acquisition/disposal under consideration, holding of:Image: Capital of the applicable(*)% w.r.t. total diluted share/voting capital of the TC (**)Before the acquisition/disposal under consideration, holding of:Image: Capital of the applicable(*)% w.r.t. total diluted share/voting capital of the TC (**)Before the acquisition/disposal under consideration, holding of:Image: Capital of the applicable(*)% w.r.t. total diluted share/voting capital of the TC (**)Before the acquisition/disposal under consideration, holding of:Image: Capital of the applicable(*)% w.r.t. total shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)Image: Capital of the applicable(*)c) Voting rights (VR) otherwise than by sharesc (specify holding in each category)Image: Capital of the applicable(*)Image: Capital of the applicable(*)e) Total (a+b+c+d)Image: Capital of the applicable(*)Image: Capital of the applicable(*)Image: Capital of the applicable(*)b) VRs acquired / sold-otherwise than by sharesc) Warrants/convertible securities/any other instrument that entites t	Whether the acquirer belongs to Promoter/Promoter group	Yes		
share/voting capital wherever applicable(*)diluted share/voting capital of the TC (**)Before the acquisition/disposal under consideration, holding of:iiii a splicable(*)iiii a splicable(*)iiii a splicable(*)a) Shares carrying voting rights13,252,45318.3518.3518.35b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)iiiii a splicable(*)iiiiii a splicable(*)iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Ũ		
a) Shares carrying voting rights  13,252,453  18.35  18.35    b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  -  -  -    c) Voting rights (VR) otherwise than by shares  -  -  -  -    d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T  -  -  -    c) Specify holding in each category)  13,252,453  18.35  18.35    e) Total (a+b+c+d)  13,252,453  18.35  18.35    Details of acquisition/sale  -  -  -    a) Shares carrying voting rights acquired/sold  1,561,646  2.16  2.16    b) VRs acquired / sold-otherwise than by shares  -  -  -  -    c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)  -  -  -  -    oting rights in the TC (specify holding in each category)  -  -  -  -  -    oting rights in the TC (specify holding in each category)  -  -  -  -  -    oting rights in the TC (specify holding in eac	Details of the <del>acquisition</del> / disposal as follows	Number	share/voting capital wherever	diluted share/voting capital of the
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Before the acquisition/disposal under consideration, holding of:			
non-disposal undertaking/ others)Image: Constraint of the c	a) Shares carrying voting rights	13,252,453	18.35	18.35
c) Voting rights (VR) otherwise than by shares  -  -  -    d) Warrants/convertible securities/any other instrument that  -  -  -    d) Warrants/convertible securities/any other instrument that  -  -  -    entitles the acquirer to receive shares carrying voting rights in the T  -  -  -    c (specify holding in each category)  13,252,453  18.35  18.35    e) Total (a+b+c+d)  13,252,453  18.35  18.35    Details of acquisition/sale  -  -  -    a) Shares carrying voting rights acquired/sold  1,561,646  2.16  2.16    b) VRs acquired / sold-otherwise than by shares  -  -  -  -    c) Warrants/convertible securities/any other instrument that  -  -  -  -    entitles the acquirer to receive shares carrying  -  -  -  -  -  -    voting rights in the TC (specify holding in each category)  -  -  -  -  -    d) Shares encumbered / invoked/released by the acquirer  -  -  -  -  -		-	-	-
d) Warrants/convertible securities/any other instrument that    entitles the acquirer to receive shares carrying voting rights in the T    C (specify holding in each category)    e) Total (a+b+c+d)    13,252,453    Details of acquisition/sale    a) Shares carrying voting rights acquired/sold    b) VRs acquired / sold-otherwise than by shares    c) Warrants/convertible securities/any other instrument that    entitles the acquirer to receive shares carrying    voting rights in the TC (specify holding in each category)    acquired/sold    d) Shares encumbered / invoked/released by the acquirer		-		-
entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)				
Details of acquisition/sale	entitles the acquirer to receive shares carrying voting rights in the T	-	-	-
a) Shares carrying voting rights acquired/sold1,561,6462.162.16b) VRs acquired / sold-otherwise than by sharesc) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/soldd) Shares encumbered / invoked/released by the acquirer	e) Total (a+b+c+d)	13,252,453	18.35	18.35
b) VRs acquired / sold-otherwise than by shares	Details of acquisition/sale			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer		1,561,646	2.16	2.16
entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer		-	-	-
	entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+/-d) 1,561,646 2.16 2.16	d) Shares encumbered / invoked/released by the acquirer	-	-	-
	e) Total (a+b+c+/-d)	1,561,646	2.16	2.16

After the acquisitions/sale, holding of:			
a) Shares carrying voting rights	11,690,807	16.19	16.19
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	11,690,807	16.19	16.19
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Open Market (Offer for Sale (OFS) to comply with MPS requirement under Regulation 38 of SEBI (LODR) 2015) 12/08/2020		
Equity share capital / total voting capital of the TC before the said acquisition / sale Equity share capital/ total voting capital of the TC after the said acquisition / sale	aggregat 7,22,28,054 I	Equity Shares of F ing to Rs. 72,22,8 Equity Shares of F ing to Rs. 72,22,8	0,540/- Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition/sale	7,22,28,054 H	Equity Shares of F ing to Rs. 72,22,8	Rs. 10/- each

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC

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Mahesh Shetty

Place: Mumbai Date: 14/08/2020