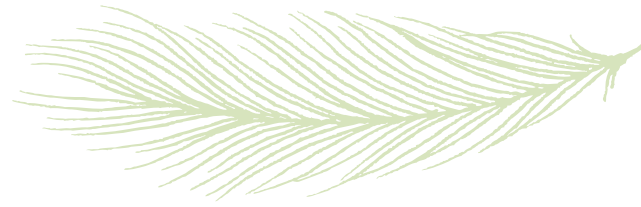


# Mahesh Shetty

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



14<sup>th</sup> August, 2020

<b>The BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
<b>Scrip Code : 534312</b>	<b>Scrip Code: MTEDUCARE</b>

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<sup>nd</sup> Floor, Flying Colors,  
Pandit Din Dayal Upadhyay 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 of the Target Company (TC)	MT Educare Limited		
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 <del>acquisition</del> / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the <del>acquisition</del>/disposal under consideration, holding of:</b>			
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 TC (specify holding in each category)	-	-	-
<b>e) Total (a+b+c+d)</b>	13,252,453	18.35	18.35
<b><u>Details of acquisition/sale</u></b>			
a) Shares carrying voting rights <del>acquired</del> / 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) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
<b>e) Total (a+b+c+/-d)</b>	1,561,646	2.16	2.16

<b>After the acquisitions/sale, holding of:</b>			
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	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>11,690,807</b>	<b>16.19</b>	<b>16.19</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market (Offer for Sale (OFS) to comply with MPS requirement under Regulation 38 of SEBI (LODR) 2015)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	12/08/2020		
Equity share capital / total voting capital of the TC before the said acquisition / sale	7,22,28,054 Equity Shares of Rs. 10/- each aggregating to Rs. 72,22,80,540/-		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	7,22,28,054 Equity Shares of Rs. 10/- each aggregating to Rs. 72,22,80,540/-		
Total diluted share/voting capital of the TC after the said acquisition/sale	7,22,28,054 Equity Shares of Rs. 10/- each aggregating to Rs. 72,22,80,540/-		

(\*) 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



**Mahesh Shetty**

**Place: Mumbai**

**Date: 14/08/2020**