



Zee Learn Ltd.,
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Mumbai - 400070

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Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN :L80301MH2010PLC198405



www.zeelearn.com

May 22, 2019

**BSE Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange**

BSE SCRIP CODE: 533287

NSE SYMBOL :ZEELEARN

Dear Sir/ Madam,


Ref: Disclosure by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/ invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to disclosure requirements by the Promoter(s) to the stock exchange and to the Target Company for encumbrance of shares/ invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached herewith our disclosure pertaining to Non Disposal Undertaking given for the equity shares of MT Educare Limited.

This is for your information and records please.

Thanking You,

Yours Sincerely,
For Zee Learn Limited

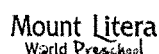

Bhutesh Shah
Company Secretary



C.C: MT Educare Limited

220, 2nd Floor, "Flying Colors",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai 400080

THINK EDUCATION. THINK ZEE LEARN.

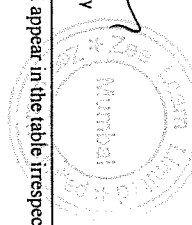


(Format for Disclosure by the Promoter (s) to the stock exchange and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31 (1) and 31 (2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

Name of the Target Company (TC) **MT Educare Limited**
 Name of the stock exchanges where the shares of the target company are listed **NSE and BSE Ltd**
 Date of Reporting **May 22, 2019**
 Name of the Promoter or PAC on whose shares encumbrance has been created /invoked /released **Zee Learn Limited**

Details creation of encumbrance :													
Name of Promoter (s) or PACs with him (**)	Promoter Holding in the target company(1)	Promoter holding already encumbered (2)	Details of Event pertaining to encumbrance (3)										
No of Shares	% of total share Capital	% w.r.t. diluted share capital (*)	No of Shares	% of total share Capital	Type of event (creator/role asy/ invocation)	Date of creation/ invocation/ release of encumbrance	Type of encumbrance (pledged/lien/ non disposal undertaking /other)	Reasons for encumbrance	No of Shares	% of total share capital	Name of the entity in whose favor shares are encumbered	No of Shares	% of total share capital
Zee Learn Limited	4,27,01,173	59.12% NA	2,16,68,416	29.99%	Creation	14-05-2019	Non Disposal Undertaking	For Collateral facility	1,65,96,824	22.98%	Axis Trustee Services Limited - Security Trustee Banker - Yes Bank Limited	3,82,65,240	52.97%
Mr. Mahesh Shetty	1,70,36,803	23.59% NA	1,10,00,000	15.23%								1,10,00,000	15.23%

Place : Mumbai
 Date : 22.5.2019

Signature of the Authorised Signatory


(**) The names of all the promoters their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
 (*) Total share 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, 2016. 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.