

**MT EDUCARE LTD.**  
 220, 2nd Floor, Neptune Flying Colors,  
 Pandit Din Dayal Upadhyay Marg,  
 Next To Mulund Checkmate Bus Depot,  
 L. B. S. Cross Road, Mulund West,  
 Mumbai - 59, Tel. - 2303000 /

" Annexure I "

Statement showing Shareholding Pattern

| Name of the Company: MT Educare Limited   |                               | BSE - 534312  |  | NSE- MTEUCARE |          |
|---|-------------------------------|---|--|---------------|----------|
| Scrip Code, Name of the scrip, class of security:   |                               |   |  |               |          |
| Quarter ended: 31st December, 2014  |                               |   |  |               |          |
|   | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares              | As a % of total no. of shares of the company   |               | Equity   |
| <b>Partly paid-up shares:-</b>  |                               |   |  |               |          |
| Held by Promoter / Promoter Group   | 0                             | 0.0000  | 0.0000   |               |          |
| Held by public  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Total</b>  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Outstanding convertible securities:-</b>   |                               |   |  |               |          |
|   | No. of outstanding securities | As a % of total No. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |               |          |
| Held by Promoter / Promoter Group   | 0                             | 0.0000  | 0.0000   |               |          |
| Held by public  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Total</b>  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Warrants:-</b>   |                               |   |  |               |          |
|   | No. of warrants               | As a % of total no. of warrants                           | As a % of total no. of shares of the company, assuming full conversion of warrants                   |               |          |
| Held by Promoter / Promoter Group   | 0                             | 0.0000  | 0.0000   |               |          |
| Held by public  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Total</b>  | 0                             | 0.0000  | 0.0000   |               |          |
| <b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b> |                               |   |  |               | 39794140 |



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| Category of shareholder  | Number of shareholders | Total number of shares | Number of shares held in dematerialised form | Total shareholding as a percentage of total number of shares |                |               | As a percentage (IX) = (VIII)/(IV)*100 |
|--|------------------------|------------------------|--|--|----------------|---------------|--|
|  |                        |                        |  | (IV)   | (V)            | (VI)          |  |
| <b>Promoter and Promoter Group</b>   |                        |                        |  |  |                |               |  |
| <b>Indian</b>  |                        |                        |  |  |                |               |  |
| Individuals/Hindu Undivided Family   | 1                      | 17036803               | 17036803                                     | 42.8123  | 42.8123        | 870000        | 5.1066                                 |
| Central Government/State Government(s)                                     | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Bodies Corporate   | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Financial Institutions / Banks   | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Any Other (specify)  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| <b>Sub Total (A)(1)</b>  | <b>1</b>               | <b>17036803</b>        | <b>17036803</b>                              | <b>42.8123</b>   | <b>42.8123</b> | <b>870000</b> | <b>5.1066</b>                          |
| <b>Foreign</b>   |                        |                        |  |  |                |               |  |
| Individuals (Non-Resident Individuals/Foreign Individuals)                 | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Bodies Corporate   | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Institutions   | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Qualified Foreign Investors  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Any Other (specify)  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| <b>Sub Total (A)(2)</b>  | <b>0</b>               | <b>0</b>               | <b>0</b>                                     | <b>0.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0.0000</b>                          |
| <b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b> | <b>1</b>               | <b>17036803</b>        | <b>17036803</b>                              | <b>42.8123</b>   | <b>42.8123</b> | <b>870000</b> | <b>5.1066</b>                          |
| <b>Public shareholding</b>   |                        |                        |  |  |                |               |  |
| <b>Institutions</b>  |                        |                        |  |  |                |               |  |
| Mutual Funds/UTI   | 5                      | 612723                 | 612723                                       | 1.5397   | 1.5397         | 0             | 0.0000                                 |
| Financial Institutions / Banks   | 2                      | 46244                  | 46244  | 0.1162   | 0.1162         | 0             | 0.0000                                 |
| Central Government/State Government(s)                                     | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Venture Capital Funds  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Insurance Companies  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Foreign Institutional Investors  | 13                     | 9156910                | 9156910                                      | 23.0107  | 23.0107        | 0             | 0.0000                                 |
| Foreign Venture Capital Investors  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Qualified Foreign Investors  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| Any Other (specify)  | 0                      | 0                      | 0  | 0.0000   | 0.0000         | 0             | 0.0000                                 |
| <b>Sub Total (B) (1)</b>   | <b>20</b>              | <b>9815877</b>         | <b>9815877</b>                               | <b>24.6666</b>   | <b>24.6666</b> | <b>0</b>      | <b>0.0000</b>                          |



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| 2       | Non-institutions  | 294   | 2535821 | 2535821 | 2535821 | 6.3723 | 0 | 0.0000 |
|---------|---|-------|---------|---------|---------|--------|---|--------|
| (a)     | Bodies Corporate  |       |         |         |         | 6.3723 | 0 | 0.0000 |
| (b) (i) | Individuals - shareholders holding nominal share capital up to Rs 1 Lakh      | 10727 | 3780222 | 3780222 | 3744032 | 9.4994 | 0 | 0.0000 |
| (ii)    | Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 56    | 3441778 | 3441778 | 3360598 | 8.6490 | 0 | 0.0000 |

| Category code | Category of shareholder  | Number of shareholders (III) | Total number of shares (IV) | Number of shares held in dematerialised form (V) | Total shareholding as a percentage of total number of shares |                                  |                         | As a percentage of (IX) = (VIII)/(IV)*100 |
|---------------|--|------------------------------|-----------------------------|--|--|----------------------------------|-------------------------|---|
|               |  |                              |                             |  | As a percentage of (A+B) (VI)                                | As a percentage of (A+B+C) (VII) | Number of shares (VIII) |   |
| (f)           | (II)   |                              |                             |  |  |                                  |                         |   |
| (c)           | Qualified Foreign Investors  | 0                            | 0                           | 0  | 0.0000   | 0.0000                           | 0                       | 0.0000                                    |
| (d)           | Any Other  |                              |                             |  |  |                                  |                         |   |
| i             | Non Resident Indians (Repat)   | 274                          | 181445                      | 181445   | 0.4560   | 0.4560                           | 0                       | 0.0000                                    |
| ii            | Non Resident Indians (Non Repat)   | 71                           | 51447                       | 51447  | 0.1293   | 0.1293                           | 0                       | 0.0000                                    |
| iii           | Foreign Company  | 0                            | 0                           | 0  | 0.0000   | 0.0000                           | 0                       | 0.0000                                    |
| iv            | Clearing Member  | 151                          | 119985                      | 119985   | 0.3015   | 0.3015                           | 0                       | 0.0000                                    |
| v             | Directors / Relatives  | 3                            | 1917801                     | 1917801  | 4.8193   | 4.8193                           | 0                       | 0.0000                                    |
| vi            | Trusts   | 1                            | 912961                      | 912961   | 2.2942   | 2.2942                           | 0                       | 0.0000                                    |
| vii           | Hindu Undivided Family   | 0                            | 0                           | 0  | 0.0000   | 0.0000                           | 0                       | 0.0000                                    |
|               | <b>Sub Total (B)(2)</b>  | <b>11577</b>                 | <b>12941460</b>             | <b>12824090</b>                                  | <b>32.5210</b>   | <b>32.5210</b>                   | <b>0</b>                | <b>0.0000</b>                             |
|               | <b>Total Public Shareholding Public Group (B)=(1)+(B)(2)</b>                     | <b>11597</b>                 | <b>22757337</b>             | <b>22639967</b>                                  | <b>57.1877</b>   | <b>57.1877</b>                   | <b>0</b>                | <b>0</b>                                  |
|               | <b>Total (A)+(B)</b>   | <b>11598</b>                 | <b>39794140</b>             | <b>39676770</b>                                  | <b>100.0000</b>  | <b>100.0000</b>                  | <b>870000</b>           | <b>2.1863</b>                             |
| (C)           | Shares held by custodians and against which Depository Receipts have been issued |                              |                             |  |  |                                  |                         |   |
| i             | Promoter and Promoter group  | 0                            | 0                           | 0  | 0.0000   | 0.0000                           | 0                       | 0.0000                                    |
| ii            | Public   | 0                            | 0                           | 0  | 0.0000   | 0.0000                           | 0                       | 0.0000                                    |
|               | <b>Sub Total ( C )</b>   | <b>0</b>                     | <b>0</b>                    | <b>0</b>   | <b>0</b>   | <b>0</b>                         | <b>0</b>                | <b>0</b>                                  |
|               | <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>11598</b>                 | <b>39794140</b>             | <b>39676770</b>                                  | <b>100.0000</b>  | <b>100.0000</b>                  | <b>870000</b>           | <b>2.1863</b>                             |



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"Annexure III"

| Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to category "Promoter and Promoter Group" |                                    |                        |                                   |                   |                                      |  |                         |   |                                       |  |                |
|---|------------------------------------|------------------------|-----------------------------------|-------------------|--------------------------------------|--|-------------------------|---|---------------------------------------|--|----------------|
| Sr. No.   | Name of the shareholder            | Details of Shares held |                                   | Encumbered shares |                                      | Details of warrants                                    |                         | Details of convertible securities                 |                                       | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |                |
|   |                                    | Number of shares held  | As a % of grand total (A)+(B)+(C) | No.               | As a percentage (VI)=(V)/(III) * 100 | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class  | (XII)          |
| (I)   | (II)                               | (III)                  | (IV)                              | (V)               | (VI)=(V)/(III) * 100                 | (VII)  | (VIII)                  | (IX)  | (X)                                   | (XI)   | (XII)          |
| 1   | Mahesh Raghav Shetty<br>AAIPS6338R | 17036803               | 42.8123                           | 870000            | 5.1066                               | 2.1869   | 0                       | 0.0000  | 0                                     | 0.0000   | 42.8123        |
| <b>TOTAL</b>  |                                    | <b>17036803</b>        | <b>42.8123</b>                    | <b>870000</b>     | <b>5.1066</b>                        | <b>2.1869</b>  | <b>0</b>                | <b>0.0000</b>                                     | <b>0</b>                              | <b>0.0000</b>  | <b>42.8123</b> |





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" Annexure III "

Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

(I)(c)(i)

| Sr. No. | Name of the shareholder  | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|--|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
|         |  |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1       | INDIA MAX INVESTMENT FUND LIMITED  | 1980000               | 4.9756   | 0                       | 0.0000  | 0                                     | 0.0000   | 4.9756   |
| 2       | BANYANTREE GROWTH CAPITAL II L.L.C   | 1800000               | 4.5233   | 0                       | 0.0000  | 0                                     | 0.0000   | 4.5233   |
| 3       | CHHAYA SATYANAND SHASTRI ABAPS7925B  | 1718652               | 4.3189   | 0                       | 0.0000  | 0                                     | 0.0000   | 4.3189   |
| 4       | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND   | 875271                | 2.1995   | 0                       | 0.0000  | 0                                     | 0.0000   | 2.1995   |
| 5       | KOTAK MAHINDRA (INTERNATIONAL) LIMITED   | 1005000               | 2.5255   | 0                       | 0.0000  | 0                                     | 0.0000   | 2.5255   |
| 6       | AVENDUS INDIA OPPORTUNITIES FUND III   | 912961                | 2.2942   | 0                       | 0.0000  | 0                                     | 0.0000   | 2.2942   |
| 7       | GRANDEUR PEAK EMERGING MARKETS OPPORTUNITIES FUND  | 812148                | 2.0409   | 0                       | 0.0000  | 0                                     | 0.0000   | 2.0409   |
| 8       | IDBI TRUSTEESHIP SERVICES LIMITED  | 577208                | 1.4505   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.4505   |
| 9       | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY ASHMORE EQUITIES INVESTMENT MANAGEMENT (US) LLC | 559801                | 1.4067   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.4067   |
| 10      | GRANDEUR PEAK GLOBAL REACH FUND  | 740381                | 1.8605   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.8605   |
| 11      | GRANDEUR PEAK GLOBAL OPPORTUNITIES FUND  | 517689                | 1.3009   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.3009   |
| 12      | CHANDRESH HIRJI FOORIA   | 470444                | 1.1822   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.1822   |
| 13      | TATA INVESTMENT CORPORATION LIMITED  | 450000                | 1.1822   | 0                       | 0.0000  | 0                                     | 0.0000   | 1.1822   |
|         | <b>TOTAL</b>   | <b>12419555</b>       | <b>31.2609</b>   | <b>0</b>                | <b>0.0000</b>                                     | <b>0</b>                              | <b>0.0000</b>  | <b>31.2609</b>   |



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" Annexure IV "

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Details of warrants |   | Details of convertible securities     |  | Total shares (including underlying full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------|--|---------------------|---|---------------------------------------|--|--|
|         |   |                  |  | Number of warrants  | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total convertible securities of the same class |  |
| 1       | NIL   | 0                | 0.0000   | 0                   | 0.00  | 0.00                                  | 0.00   | 0.00   |
|         | <b>TOTAL</b>  | <b>0</b>         | <b>0.0000</b>  | <b>0</b>            | <b>0.00</b>                                       | <b>0.00</b>                           | <b>0.00</b>  | <b>0.00</b>  |



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" Annexure V "

| (I)(d)       | Statement showing details of locked-in shares |                            |  |                                    |
|--------------|---|----------------------------|--|------------------------------------|
| Sr. No.      | Name of the shareholder                       | Number of Locked in Shares | Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Promoter / Promoter Group / Public |
| 1            | Mahesh Raghu Shetty                           | 7909575                    | 19.8822  | Promoter                           |
| <b>TOTAL</b> |   | <b>7909575</b>             | <b>19.8822</b>   |                                    |



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Annexure VI(a)

Statement showing details of Depository Receipts (DRs)

| (II)(a)      | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|--------------|---|---------------------------|---|---|
| 1            | NIL   | 0                         | 0   | 0   |
| <b>TOTAL</b> |   | 0                         | 0   | 0   |





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Tel: 22233300

Annexure VI (b)

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "Promoter/ Promoter Group" are in excess of 1% of the total number of shares

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above] |
|---------|-----------------------|---|---|---|
| 1       | NIL                   | 0   | 0   | 0   |
| TOTAL   |                       | 0   | 0   | 0   |

