

25th November, 2016

✓ **The DSC - CRD**
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

The Manager - Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Dear Sir/ Madam,

Sub: Disclosure in terms of Regulations 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

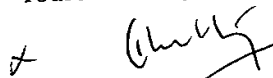
I, Mahesh R. Shetty, Promoter of MT Educare Limited ("Target Company") hereby disclose that I have created pledge on 81,24,209 Equity Shares held by me in the Target Company in favour of Kotak Mahindra Bank Limited and Venus India Asset-Finance Private Limited, being the lenders to the Target Company.

The required disclosure in the prescribed format under Regulations 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

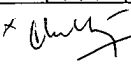


MAHESH R. SHETTY
Promoter

Encl: as above

CC: The Compliance Officer
MT Educare Limited
220, 2nd Floor, "FLYING COLORS"
Pandit Din Dayal Upadhyay Marg,
LBS Cross Road, Mulund (West),
Mumbai 400080

**Disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares
In terms of Regulation 31(1) and 31(2) of 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												BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	
Date of Reporting												25th November, 2016	
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked												Mahesh R. Shetty	
Details of creation of encumbrance:												Creation of pledge on 81,24,209 Equity Shares	
Name of the promoter(s) or PACs with him	Promoter holding in the target Company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation[2+3]/release [2-3]/invocation [1-3])	
	Number of shares	% of total Share Capital	Number of shares	% of total Share Capital	Type of event (creation/release/invocation)	Date of creation of encumbrance	Type of encumbrance (Pledge/lien/non disposal/undertaking others)	Reason for encumbrance **	Number	% of Share Capital	Name of the entity in whose favor shares encumbered ***	Number of shares	% of total Share Capital
Mahesh R. Shetty	1,70,36,803	42.78	62,23,000	15.63	Creation	16-Nov-16	Pledge	Collateral security against loan taken by the Target Company	74,34,945	18.67	Kotak Mahindra Bank Limited	1,36,57,945	34.30
Mahesh R. Shetty	1,70,36,803	42.78	1,36,57,945	34.30	Creation	18-Nov-16	Pledge	Collateral security against loan taken by the Target Company	3,18,686	0.80	Kotak Mahindra Bank Limited	1,39,76,631	35.10
Mahesh R. Shetty	1,70,36,803	42.78	1,39,76,631	35.10	Creation	21-Nov-16	Pledge	Collateral security against loan taken by the Target Company	3,70,578	0.93	Venus India Asset-Finance Private Limited	1,43,47,209	36.03
Signature of the Authorised Signatory: 													
Place: Mumbai													
Date: 25/11/2016													