

7<sup>th</sup> February, 2017

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

**Sub: Disclosure in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

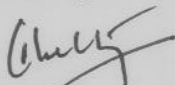
I, Mahesh R. Shetty, Promoter of MT Educare Limited ("Target Company") hereby disclose the details of creation and release of pledge on Equity Shares held by me in the Target Company in favour of the lenders to the Target Company.

The required disclosure in the prescribed format under Regulations 31(1) and 31(2) 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,

x 

MAHESH R. SHETTY  
Promoter

Encl: as above

CC: The Compliance Officer  
MT Educare Limited  
220, 2<sup>nd</sup> Floor, "FLYING COLORS",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S. 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 7th February, 2017  
 Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked Mahesh R. Shetty

Details of creation/release/invocation of encumbrance: Release of pledge on 50,32,296 Equity Shares  
pledge on 34,25,000 Equity Shares  
 Creation of

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/ release/ invocation 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	1,43,47,209	36.03	Release	27-Jan-17	Pledge	Release of security due to partial repayment of loan.	50,32,296	12.64	Kotak Mahindra Bank Limited	93,14,913	23.39
Mahesh R. Shetty	1,70,36,803	42.78	93,14,913	23.39	Creation	27-Jan-17	Pledge	Collateral security against loan taken by the Target Company	34,25,000	8.60	IFCI Venture Capital Funds Limited	1,27,39,913	31.99

Signature : 

Place: Mumbai  
 Date: 07/02/2017