

February 22, 2018

Listing Department National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	✓	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001
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Dear Sir/Madam,

Sub: Detailed Public Statement (“DPS”) for open offer (“Offer”) for acquisition of up to 1,86,64,096 Equity Shares from shareholders of MT Educare Limited (“Target”) by Zee Learn Limited (“Acquirer”) along with Sprit Infrapower and Multiventures Private Limited (“PAC”) pursuant to and in compliance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“SEBI SAST Regulations”).

With respect to the captioned, we, the Manager to the Offer, enclose the Detailed Public Statement published on February 22, 2018, on behalf of the Acquirer, in terms of the Regulation 13(4) of the SEBI (SAST) Regulations, 2011.

In accordance with the Regulation 14(3) of SEBI SAST Regulations, the DPS has been published on February, 22, 2018 in the following newspapers:


1. Financial Express (English) – All editions
2. Jansatta (Hindi) – All editions
3. Navshakti (Marathi) - Mumbai edition

We request you to take the same on your records and upload it on your website for dissemination to the public.

Kindly acknowledge receipt.

Thanking you,

With regards,
For **Axis Capital Limited**


Authorised Signatory
Name: Lakha Nair
Designation: Senior Vice President

Encl: as above

Axis Capital Limited (Erstwhile “Axis Securities and Sales Limited”)

SEBI Merchant Banker Regn No.:MB/INM000012029 Member Of: BSE Ltd. & National Stock Exchange of India Ltd., Mumbai.
CIN No. U51900MH2005PLC157853

Regd. Office: Axis House, 8th Floor, Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025 &

Corp. Office: Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025.

Tel.: (022) 4325 1199, Fax No. (022) 4325 3000, Website: www.axiscapital.co.in

MT EDUCARE LIMITED

UNDER REGULATIONS 3(1) AND 4 (READ WITH REGULATIONS 13(4), 14(3) AND 15 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Open Offer ("Offer") for acquisition of upto 1,86,64,096 (One Crore Eighty Six Lakh Sixty Four Thousand and Ninety Six) fully paid up equity shares having a face value of ₹ 10 (Rupees Ten) each (each an "Equity Share") of MT Educare Limited ("Target Company") representing 26% (Twenty Six percent) of the Emerging Share Capital (as defined below) from the Public Shareholders (as defined below) of the Target Company, by Zee Learn Limited ("Acquirer") along with Sprit Infrapower and Multiventures Private Limited ("PAC") in its capacity as a person acting in concert with the Acquirer.

This detailed public statement ("DPS") is being issued by Axis Capital Limited, the Manager to this Offer ("Manager to the Offer"), for and behalf of the Acquirer and the PAC, in compliance with Regulations 3(1), 4 read with Regulations 13(4), 14(3) and 15 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SAST Regulations") pursuant to the Public Announcement made on February 14, 2018 ("Public Announcement") with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and filed with the Securities and Exchange Board of India ("SEBI") on February 15, 2018 and sent to the Target Company on February 15, 2018.

For the purposes of this DPS, "Public Shareholders" shall mean all the public shareholders of the Target Company and for avoidance of doubt excludes the parties to the Agreements (as defined below) or persons deemed to be acting in concert with these parties pursuant to and in compliance with the SAST Regulations. "Emerging Share Capital" means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) working day from the closure of the Tendering Period of the Offer.

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

(A) ACQUIRER:

1. Zee Learn Limited, the Acquirer is a public limited company which was incorporated on January 4, 2010 bearing corporate identification number L80301MH2010PLC198405 under the Companies Act, 1956. The name of the Acquirer has not changed since inception.

2. The registered office of the Acquirer is situated at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai-400018, while its corporate office is situated at 513/A, 5th Floor, Kohnoor City, Kirof Road, Off L.B.S Marg, Kuria (West), Mumbai-400070. The telephone number of the Acquirer is 022-40343900 and its fax number is 022-26743422.

3. The Acquirer is a part of the Essel group of companies.

4. Pursuant to a composite scheme of amalgamation & arrangement between Zee Entertainment Enterprises Limited, ETC Networks Limited and the Acquirer under the provisions of the sections 391-394 of the Companies Act, 1956, ETC Networks Limited was amalgamated into Zee Entertainment Enterprises Limited and the education business of Zee Entertainment Enterprises Limited was demerged into the Acquirer. Thereafter, pursuant to the scheme of amalgamation of Essel Entertainment Media Limited with the Acquirer and their respective shareholders and creditors under the provisions of the sections 391-394 of the Companies Act, 1956 which was sanctioned vide an order dated June 17, 2011 of the High Court of Judicature of Bombay, Essel Entertainment Media Limited was amalgamated with the Acquirer.

5. The Acquirer being an Essel group company is engaged in the education segment with rapidly growing chain of K-12 schools ("Mount Litera Zee School") and a large network of pre-schools ("Kidzee") in its portfolio. The Acquirer through its brands "Zee Institute of Media Arts (ZIMA)", a TV and film training institute, offers certificate courses in direction, acting, sound, editing, production and cinematography amongst other things; and "Zee Institute of Creative Art (ZICA)" is a full-fledged classical and digital animation training academy in India that offers services for training the youth in classical 2D and modern 3D animation.

6. The PAC is one of the promoters of the Acquirer and the Acquirer and the PAC have other common promoters i.e. Jayneer Infrapower and Multiventures Private Limited (formerly known as Jayneer Capital Private Limited) and Asian Satellite Broadcast Private Limited. As on the date of this DPS, the Acquirer and the PAC do not have any common directors.

7. The promoters of the Acquirer are the PAC, Jayneer Infrapower and Multiventures Private Limited (formerly known as Jayneer Capital Private Limited), Jayneer Enterprises LLP, Essel Media Ventures Private Limited, Essel Infrapowers Limited, Essel Holdings Limited and Asian Satellite Broadcast Private Limited.

The shareholding pattern of the Acquirer as on December 31, 2017 is given below –

Particulars	No. of Equity Shares held (Face Value of ₹ 1 each)	Shareholding as a % of total no. of shares
Promoter & Promoter Group	18,75,42,388	62.57
Institutions	5,52,69,141	18.44
Non-Institutions	5,69,18,098	18.99
Total fully paid up Equity Shares	29,97,29,627	100.00
Shares underlying Depository Receipts	2,55,09,770	-
Total No. of Equity Shares	32,52,39,397	100.00

8. The securities of the Acquirer are listed on the BSE and the NSE. The Global depository receipts of the Acquirer which were listed on the Luxembourg Stock Exchange were converted into underlying equity shares of the Acquirer on January 15, 2018.

9. As of the date of this DPS, the Acquirer, its directors and key employees do not have any interest in the Target Company except for the transactions contemplated in the Agreements and as detailed in Part II (Background to the Offer) below that has triggered this Offer.

10. The Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") or any other regulations made under the SEBI Act.

11. As on the date of this DPS, the issued and paid up share capital of the Acquirer is ₹ 32,58,95,472 (Rupees Thirty Two Crores Fifty Eight Lakhs Ninety Five Thousand Four Hundred and Seventy Two) comprising of 32,58,95,472 (Thirty Two Crores Fifty Eight Lakhs Ninety Five Thousand Four Hundred and Seventy Two) equity shares of ₹ 1 (Rupee One) each.

12. The key financial information of the Acquirer based on its audited consolidated financials as at and for a 12 (twelve) month period ended March 31, 2017, March 31, 2016 and March 31, 2015 and the interim unaudited financial information which has been subject to the limited review of the Acquirer's Statutory Auditors, M/s. MGB & Co. LLP, Chartered Accounts as at and for a 6 (six) month period ending September 30, 2017 are as follows:

(Rupees in lakhs except data in respect of shares)

	As at September 30, 2017** (Limited reviewed)	As at and for financial year ended March 31, 2017# (Audited)	As at and for financial year ended March 31, 2016# (Audited)	As at and for financial year ended March 31, 2015# (Audited)
Total Revenue*	12,920.69	18,095.65	15,354.80	13,161.83
Profit after tax	2413.42	3,665.15	1,508.32	989.37
Earnings Per Share (EPS)	0.74**	1.14	0.47	0.31
Net worth/Shareholder Funds	32,150.80	29,119.27	25,018.61	23,387.14

Notes:
*Total Revenue includes other income

**Not annualised

***The Acquirer has adopted the Indian Accounting Standards (IND AS) from April 01, 2017 and these financials have been prepared in accordance with the recognition and measurement principles laid down in IND AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.

The financials for the financial year ended March 31, 2017, March 31, 2016 and March 31, 2015, were prepared in accordance with Indian GAAP.

Source: The financial information set forth above has been extracted from Acquirer's audited financial statements as on and for the financial years ended March 31, 2015, March 31, 2016, March 31, 2017 audited by the Statutory Auditor of the Acquirer and limited reviewed financial statements by the Statutory Auditor of Acquirer as on and for 6 (six) months ended September 30, 2017.

(B) PAC:

1. Sprit Infrapower and Multiventures Private Limited, the PAC is a private limited company which was incorporated on February 5, 2008 bearing corporate identification number U7410MH2008PTC178527 under the Companies Act, 1956. The PAC was incorporated under the name "Sprit Lounge Private Limited" and its name was changed to Sprit Textiles Private Limited and a fresh certificate of incorporation dated July 3, 2012 was issued by the Registrar of Companies, Mumbai. The name of the PAC was further changed to its current name "Sprit Infrapower and Multiventures Private Limited" on November 2, 2017.

2. The registered office and the corporate office of the PAC is situated at 18th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400013.

3. The PAC is a part of the Essel group of companies.

4. The PAC is currently engaged in the business of trading of fabrics in the state of Maharashtra, India.

5. The PAC is promoted and controlled by Mrs. Sushila Goenka, Asian Satellite Broadcast Private Limited and Jayneer Infrapower and Multiventures Private Limited (formerly known as Jayneer Capital Private Limited).

6. The PAC is one of the promoters of the Acquirer and the Acquirer and the PAC have other common promoters i.e. Jayneer Infrapower and Multiventures Private Limited (formerly known as Jayneer Capital Private Limited) and Asian Satellite Broadcast Private Limited. As on the date of this DPS, the Acquirer and the PAC do not have any common directors.

7. The shares and securities of the PAC are not listed on any stock exchanges.

8. As of the date of this DPS, the PAC, its directors and key employees do not have any interest in the Target Company.

9. The PAC has not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations thereunder.

10. As on the date of this DPS, the aggregate issued and paid up share capital of the PAC comprises of ₹ 1,00,000 (Rupees One Lakh) divided into 10,000 equity shares of ₹ 10 each and ₹ 7,41,900 (Rupees Seven Lakhs Forty One Thousand and Nine Hundred only) comprising of 74,190 (Seventy Four Thousand One Hundred and Ninety) preference shares of ₹ 10 (Rupees Ten) each. The key financial information of the PAC based on its latest audited standalone financials as at and for a 12 (twelve) month period ended March 31, 2017, March 31, 2016 and March 31, 2015 and the interim unaudited financial information which has been subject to the limited review of the PAC's Statutory Auditors, J Singh & Associates, Chartered Accountants as at and for a 6 (six) month period ending September 30, 2017 are as follows:

(Rupees in lakhs except data in respect of shares)

	As at September 30, 2017 (Limited reviewed)	As at and for financial year ended March 31, 2017 (Audited)	As at and for financial year ended March 31, 2016 (Audited)	As at and for financial year ended March 31, 2015 (Audited)
Total Revenue*	5,695.25	9,237.27	2,637.10	9,838.51
Profit after tax	(10,012.45)	(26,332.17)	(22,840.12)	(14,929.65)
Earnings Per Share (EPS)	(1,00,124.50)**	(2,63,321.79)	(2,28,401.23)	(1,49,296.53)
Net worth / Shareholder Funds	43,668.72	53,681.17	80,013.35	(14,899.76)

Notes:
*Total Revenue includes other income

**Not annualised

Source: The financial information set forth above has been extracted from the PAC's audited financial statements as on and for the financial years ended March 31, 2015, March 31, 2016, March 31, 2017 audited by the Statutory Auditor of the PAC and limited review financial statements by the Statutory Auditor of the PAC as on and for 6 (six) months ended September 30, 2017. The financials as on and for the 6 (six) months ended September 30, 2017 and for the financial year ended March 31, 2017, March 31, 2016 and March 31, 2015, were prepared in accordance with Indian GAAP.

11. The PAC does not intend to acquire the Equity Shares of the Target Company pursuant to the Offer.

12. Other than the PAC, no other person is acting in concert with the Acquirer for the purposes of this Offer within the meaning of Regulation 2(1)(g) of the SAST Regulations.

(C) DETAILS OF SELLERS, IF APPLICABLE:

Not applicable, as the Offer is being made as a result of direct acquisition by way of preferential issue of Equity Shares of the Target Company by the Acquirer pursuant to a resolution passed at the meeting of the Board of Directors of the Target Company held on February 14, 2018 under Section 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

(D) TARGET COMPANY:

1. The Target Company is a public limited company bearing corporate identification number L890903MH2006PLC163888. The Target Company was originally incorporated on August 19, 2006 as a private limited company under the Companies Act, 1956. Upon the conversion of the Target Company from a private limited company into a public limited company, the name of the Target Company was changed from MT Educare Private Limited to its current name MT Educare Limited and a fresh certificate of incorporation dated May 18, 2011 was issued by the Registrar of Companies, Mumbai and the name of the Target Company stood changed from May 18, 2011. The registered office of the Target Company is situated at 220, 2nd Floor, "Flying Colours", Pandit Din Dayal Upadhyay Marg, L.B.S Cross Road, Mulund (West), Mumbai 400080.

2. The Equity Shares of the Target Company are listed on BSE (Script Code: 534312) and NSE (Symbol: MTEDUCARE). The Target Company got listed on BSE and NSE on April 12, 2012.

3. The Target Company is promoted by Mr. Mahesh Raghun Shetty.

4. The Target Company is an education support and coaching services provider in school, science and commerce (including UVA) streams across the state of Maharashtra and has operations / presence in other states of India like Tamil Nadu, Kerala, Andhra Pradesh, Telangana, Karnataka, Punjab, Chandigarh, Haryana, Assam, Odisha, Uttar Pradesh and Gujarat. The Target Company also offers specialized coaching for national level examinations like the JEE advanced and mains for engineering, NEET for medical, CPT/IPCC/CA Final for commerce, and CAT/CET for MBA aspirants.

5. The Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the SAST Regulations.

6. The key financial information of the Target Company, based on its audited consolidated financial statements as at and for the 12 month period ended March 31, 2017, March 31, 2016 and March 31, 2015 and the interim unaudited consolidated financial information, which has been subject to limited review by the Target Company's Statutory Auditor, M/s. MZSK & Associates, Chartered Accountants, as at and for the 6 (six) month period ending on September 30, 2017, are as follows:

(Rupees in lakhs except data in respect of Equity Shares)

	As at September 30, 2017** (Limited reviewed)	As at and for financial year ended March 31, 2017# (Audited)	As at and for financial year ended March 31, 2016# (Audited)	As at and for financial year ended March 31, 2015# (Audited)
Total Revenue*	14,819.58	31,258.76	29,558.69	23,406.46
Profit after tax	287.28	1,719.23	3,234.61	2,972.47
Earnings Per Share (EPS)	0.73**	4.32	8.12	7.47
Net worth / Shareholder Funds	16,227.10	16,575.83	14,856.59	12,573.18

Notes:
*Total Revenue includes other income

**Not annualised

***The Company has adopted the Indian Accounting Standards (IND AS) from April 01, 2017 and these financials have been prepared in accordance with the recognition and measurement principles laid down in IND AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.

The financials for the financial year ended March 31, 2017, March 31, 2016 and March 31, 2015, were prepared in accordance with Indian GAAP.

Source: The financial information set forth above has been extracted from the Target Company's audited financial statements as on and for the financial years ended March 31, 2015, March 31, 2016, March 31, 2017 audited by the Statutory Auditor of the Target Company and limited review financial statements by the Statutory Auditor of the Target Company as on and for 6 (six) months ended September 30, 2017.

Note: Target Company has incurred a loss for 9 (nine) months ended December 31, 2017 amounting to ₹ 8,716.97 lakhs. For further details please refer to the unaudited financial results and limited review report for the 9 (nine) months ended 31, December, 2017 available on the website of BSE and NSE.

(E) DETAILS OF THE OFFER:

1. This Offer is being made under Regulations 3(1) and 4 of the SAST Regulations to all the Public Shareholders of the Target Company.

2. This Offer is being made by the Acquirer and the PAC, for the Acquirer to acquire up to 1,86,64,096 (One Crore Eighty Six Lakh Sixty Four Thousand and Ninety Six) Equity Shares representing 26% (Twenty Six percent) of the Emerging Share Capital of the Target Company ("Offer Size") at a price of ₹ 72.76/- (Rupees Seventy Two Severely Six paise only) ("Offer Price") per Equity Share having face value of ₹ 10/- each aggregating to a total consideration of ₹ 1,35,79,99,625/- (Rupees One Hundred Thirty Five Crores Seventy Nine Lakh Ninety Nine Thousand Six Hundred Twenty Five only) ("Maximum Open Offer Consideration").

3. As on the date of this DPS, there are no outstanding convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company as of 10th (tenth) working day from the closure of the Tendering Period. However, the Target Company has pursuant to the MT Educare Employee Stock Option Scheme 2016 (ESOS-2016) granted 7,38,450 (Seven Lakhs Thirty Eight Thousand Four Hundred and Fifty) Options (as defined in the ESOS-2016) which will vest in the following manner:

Date of Vesting	Percentage (%)	Eligibility (Maximum Options that can vest)
December 18, 2018	60%	4,43,070
December 18, 2019	30%	2,21,535
December 18, 2020	10%	73,845

4. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SAST Regulations.

5. If the aggregate valid responses to this Offer by the Public Shareholders are more than the Offer Size, then the offers received from the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.

6. All the Equity Shares validly tendered by the Public Shareholders in this Offer, will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer ("Letter of Offer").

7. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares from the Public Shareholders who have validly tendered their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared therefor.

8. As on the date of this DPS, to the best of the knowledge of the Acquirer and the PAC, there are no statutory approvals required by the Acquirer and/or the PAC to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PAC at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer and/or PAC, the Acquirer and/or the PAC shall have the right to withdraw this Offer in terms of Regulation 23 of the SAST Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

9. If the holders of the Equity Shares who are not persons resident in India (including non-resident Indian ("NRI"), overseas corporate body ("OCB") and foreign institutional investors ("FIIs")) had required any approvals (including from the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve their right to reject such Equity Shares tendered in this Offer.

10. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SAST Regulations.

11. This Offer is not a competing offer in terms of Regulation 20 of the SAST Regulations.

12. As detailed in Part II (Background to the Offer) below, this Offer has been triggered upon the execution of a Share Subscription Agreement dated February 14, 2018 ("Share Subscription Agreement" or "SSA") and the Shareholders' Agreement dated February 14, 2018 ("Shareholders' Agreement" or "SHA") which are entered into between the Acquirer, the Target Company and Mr. Mahesh Raghun Shetty, promoter of the Target Company and where the terms and conditions, the rights and obligations of the Acquirer and Mr. Mahesh Raghun Shetty (promoter of the Target Company) as shareholders of the Target Company, the management of the Target Company are recorded; and the approval by board of directors of Target Company for preferential issue of up to 3,19,64,200 (Three Crore Nineteen Lakhs Sixty Four Thousand and Two Hundred) Equity Shares representing 44.53% (Forty Four point Five Three percent) of the current equity/voting share capital of the Target Company at a price of ₹ 62.57 (Rupees Sixty Two and Fifty Seven Paise) per Equity Share aggregating to ₹ 1,99,99,99,994/- (Rupees One Hundred and Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand and Ninety Four). A supplemental agreement to the SHA was entered into by the Acquirer, Target Company and Mr. Mahesh Raghun Shetty on February 19, 2018 ("Supplemental Agreement") in order to record the understanding and arrangement between the parties with respect to maintaining the minimum public shareholding of the Target Company. The Share Subscription Agreement, the Shareholders' Agreement and the Supplemental Agreement shall be collectively referred to as "Agreements".

(F) Currently the Acquirer and/or PAC does not have any intention to dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, encumbrance, reconstruction, restructuring or otherwise outside the ordinary course of business. If the Acquirer and the PAC intend to alienate any material asset of the Target Company or any of its subsidiaries within a period of 2 (two) years from the date of completion of the Offer, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with proviso to regulation 25(2) of the SAST Regulations would be taken before undertaking any such alienation of any material assets.

(G) The Equity Shares are listed on BSE and NSE. As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. If, pursuant to this Offer, the public shareholding in the Target Company falls below the minimum level required as per the LODR Regulations read with Rule 19A of the SCRR, in terms of the SHA and the Supplemental Agreement, Mr. Mahesh Raghun Shetty has agreed to reduce his shareholding in the Target Company within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding. If Mr. Mahesh Raghun Shetty fails to achieve the required minimum level of public shareholding, the Acquirer hereby undertakes that the promoter shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

(H) The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

II. BACKGROUND TO THE OFFER

1. This Offer is being made as a result of a direct acquisition by way of a preferential issue of Equity Shares in terms of the SSA wherein the Acquirer has agreed to acquire up to 3,19,64,200 (Three Crore Nineteen Lakhs Sixty Four Thousand and Two Hundred) Equity Shares ("Preferential Shares") representing 44.53% (Forty Four point Five Three percent) of the current equity/voting share capital of the Target Company at a subscription price of ₹ 62.57 (Rupees Sixty Two and Fifty Seven Paise) per Equity Share for cash aggregating to ₹ 1,99,99,99,994/- (Rupees One Hundred and Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand and Ninety Four) ("Preferential Allotment").

2. The Board of Directors of the Target Company at its meeting held on February 14, 2018 have duly authorised the Preferential Allotment subject to its shareholders' approval. A notice of the extra-ordinary general meeting dated February 14, 2018 for convening the extra-ordinary general meeting on March 12, 2018 has been dispatched to the shareholders of the Target Company *inter alia* to approve the Preferential Allotment in accordance with the provisions of Section 42, 62 of the Companies Act, 2013, the rules made thereunder, ICDR Regulations and other applicable provisions under the laws of India.

3. The total consideration for the Preferential Shares shall be paid in cash by the Acquirer in terms of the SSA.

4. The subscription to the Preferential Shares by the Acquirer is subject to the receipt of the following statutory approvals:

- receipt of the approval from the shareholders of the Target Company under the provisions of section 62 of the Companies Act, 2013 and in accordance with the provisions of Chapter VII of the ICDR Regulations, as amended and other applicable laws and rules, for the issue of the Preferential Shares to the Acquirer;

ii. receipt of the 'in-principle' approval from the BSE and the NSE under Regulation 28 of the LODR Regulations and Regulation 107 of ICDR Regulations for the listing of the Preferential Shares.

5. The consummation of the Preferential Allotment under the SSA is subject to a number of conditions precedent. These include, amongst others, conditions such as (i) increasing the authorised share capital of the Target Company to accommodate the Preferential Allotment; (ii) receipt of various lenders consents; (iii) compliance with provisions of applicable laws.

6. During the period between the Effective Date and the Closing Date (both as defined in the SSA), the Target Company shall not *inter alia* undertake the following without the prior written consent of the Acquirer, wherein the Acquirer shall have to respond within a reasonable time. An indicative list of such actions is given below:

- take any other action through re-organisation, consolidation, merger, sale of Assets (as defined in the SSA) or otherwise;
- sell, transfer or in any other manner Encumber (as defined in the SSA) any of the Assets (as defined in the SSA) of value above ₹ 25,00,000 (Rupees Twenty Five Lakhs);
- make or declare any dividend or other distribution or effect any direct or indirect redemption of any share capital dividend or do or allow to be done anything which renders its financial position less favourable than at the Effective Date (as defined in the SSA);
- avail of any loans or other facilities from any bank, financial institutions or any other Person otherwise in the ordinary course of business;
- amend the accounting policies or tax policies or practices previously adopted or change the Financial Year of the Company.

7. In terms of the SSA, it is agreed between the parties thereto that pending the completion of this Offer, the Target Company will allot and the Acquirer will acquire Preferential Shares in the Target Company. However, such Preferential Shares will be kept in an escrow account, the consideration for such Preferential Shares will be also be remitted by the Acquirer to be kept in a separate escrow account and the Acquirer will not exercise any voting rights over such Preferential Shares kept in the escrow account until the completion of the Offer in terms of Regulation 22(2A) of the SAST Regulations. Post the completion of this Offer in terms of the SAST Regulations and the occurrence of Closing (as defined in the SSA), the consideration for Preferential Shares will be released to the Target Company and the Preferential Shares will be released to the demat account of the Acquirer.

8. The SHA will come into effect simultaneously with the Closing (as defined in the SSA).

9. Both the Acquirer and the existing promoter of the Target Company i.e. Mr. Mahesh Raghun Shetty will be the promoters of the Target Company upon the SHA coming into effect.

10. It is agreed by the parties to the SHA that if the Target Company proposes to issue any equity shares or any other securities or instruments to any person other than the Acquirer and Mr. Mahesh Raghun Shetty, the Target Company shall first offer such securities to the Acquirer and Mr. Mahesh Raghun Shetty in proportion to their shareholdings in the Target Company. If the Acquirer and Mr. Mahesh Raghun Shetty decline or fail to subscribe to any portion of their respective entitlement to the securities so offered, such declined/unsubscribed portion to be offered to the non-declining party i.e. the Acquirer or Mr. Mahesh Raghun Shetty, as the case may be and thereafter, upon the Acquirer or Mr. Mahesh Raghun Shetty, declining to subscribe such securities, they shall be offered to the other shareholders of the Target Company.

11. The parties to the SHA have agreed to amend the articles of association of the Target Company to incorporate the terms of the SHA.

branch located at 1st Floor, Bakhtawar, 229, Nariman Point, Mumbai- 400021, having Bank Guarantee No: 09620BG18003385 for an amount of ₹ 34,00,00,000 (Rupees Thirty Four Crores Only) ("Bank Guarantee") which is in excess of 25% (Twenty Five percent) of the Maximum Open Offer Consideration in accordance with Regulation 17(3)(b) of the SAST Regulations. The Bank Guarantee is valid upto June 30, 2018. The Manager to the Offer has been duly authorised to realize the value of the Bank Guarantee in terms of the SAST Regulations.

5. In addition to the above, in accordance with Regulation 17(4) of the SAST Regulations, the Manager to the Offer and Axis Bank Limited, having its registered office at Axis Bank Limited, "TRISHUL", Third Floor, opposite Samarsheshwar Temple, near Law Garden, Ellisbridge, Ahmedabad - 380 006 and acting through its branch at, Jeevan Prakash Building, Sir PM Road, Fort Mumbai - 400001 ("Escrow Bank") have entered into an escrow agreement on February 16, 2018, ("Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer has established an escrow account under the name and title of "MT EDUCARE OPEN OFFER ESCROW ACCOUNT" bearing account number 918020014615117 ("Escrow Account") with the Escrow Bank and has made a cash deposit of ₹ 1,36,00,000 (Rupees One Crore Thirty Six Lakh only) in the Escrow Account in accordance with the Regulation 17(3)(a) read with Regulation 17(4) of the SAST Regulations, which is in excess of 1% (One percent) of the Maximum Open Offer Consideration. The cash deposit has been confirmed vide a confirmation letter dated February 16, 2018 issued by Axis Bank Limited.
6. A lien has been marked on the said Escrow Account in favour of the Manager to the Offer by the Escrow Bank. The Manager to the Offer has been solely authorised by the Acquirer to operate and realise the monies lying to the credit of the Escrow Account in terms of the SAST Regulations.
7. Based on the above, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer and PAC to fulfil their obligations in relation to this Open Offer through verifiable means in accordance with the SAST Regulations.
8. In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account and Bank Guarantee shall be increased by the Acquirer and/or PAC in terms of Regulation 17(2) of the SAST Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, to the best knowledge of the Acquirer and the PAC, there are no statutory approvals required by the Acquirer and/or the PAC to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals.
2. In case of delay in receipt of any statutory approvals which may be required by the Acquirer and/or the PACs at a later date, as per Regulation 18(11) of the SAST Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders of the Target Company at such rate as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer and PAC have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
3. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer.
4. The Acquirer and the PAC will have the right to withdraw this Offer in accordance with Regulation 23 of the SAST Regulations, in the event the statutory approvals (if required as indicated above) are refused for any reason outside the reasonable control of the Acquirer and/or the PAC. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to BSE, NSE, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Name of Activity	Day and Date
Issue of Public Announcement	Wednesday, February 14, 2018
Publication of this DPS in newspapers	Thursday, February 22, 2018
Filing of the draft Letter of Offer with SEBI	Thursday, March 01, 2018
Last date for public announcement for competing offer(s)	Friday, March 16, 2018
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Friday, March 23, 2018
Identified Date*	Monday, March 26, 2018
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company	Tuesday, April 03, 2018
Last date for upward revision of the Offer Price and/or the Offer Size	Thursday, April 05, 2018
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Offer	Tuesday, April 10, 2018
Date of publication of Offer opening public announcement, in the newspapers in which this DPS has been published	Wednesday, April 11, 2018
Date of commencement of the Tendering Period ("Offer Opening Date")	Thursday, April 12, 2018
Date of closure of the Tendering Period ("Offer Closing Date")	Wednesday, April 25, 2018
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	Monday, May 07, 2018
Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Monday, May 14, 2018

*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. All the Public Shareholders, whether holding the shares in physical form or dematerialized form, registered or unregistered are eligible to participate in this Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Offer.
2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have not received the Letter of Offer, may participate in this Offer.
3. The Offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of a separate window ("Acquisition Window"), as provided under the SAST Regulations and SEBI circulars CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015 and CFD/DCR2/CIR/P/2016/131 dated 09 December 2016 and BSE notice no. 20170202-34 dated 02 February 2017, in each case as amended from time to time.
4. BSE shall be the designated stock exchange for the purpose of tendering equity shares in the Offer.
5. The Acquirer has appointed Axis Capital Limited ("Buying Broker") as its broker for the Offer through whom the purchases and settlement of the offer shares tendered under the Offer shall be made.

The contact details of the Buying Broker are as mentioned below:

Name: Axis Capital Limited;
Address: 5th Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025;
Contact Person: Amish Patani;
Telephone: + 91 224325584;
Email ID: Amish.Patani@axiscap.in; **SEBI Registration No:** BSE: INB011387330; **NSE:** INB231387235

6. All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.

7. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

1. The Acquirer and the PAC including their directors accept full responsibility for the obligations of the Acquirer and the PAC as laid down in terms of the SAST Regulations and for the information (other than such information as has been obtained from public sources) contained in the Public Announcement and this DPS.
2. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
3. In this DPS, all references to "₹" are references to the Indian Rupee.
4. The Legal Advisor to the Acquirer and the PAC is ALMT Legal, Advocates & Solicitors, 1st Floor, Free Press House, 215, Free Press Journal Marg, Nariman Point, Mumbai 400 021 India, Tel: + 91 22 4001 0000, Fax: + 91 22 4001 0001
5. This DPS and the Public Announcement would also be available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 AXIS CAPITAL AXIS CAPITAL LIMITED Axis House, 1 st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai - 400 025. Tel: +91 22 4325 2183, Fax: +91 22 4325 3000 Website: www.axiscapital.co.in Email: MTel@axiscap.in Contact person: Ms. Mayuri Arya SEBI Registration Number: INM000012029	 LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Tel: + 91 22 49186200, Fax: + 91 22 49186195 Email: mteducare.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

On behalf of

Sd/-

Zee Learn Limited

Sd/-

Sprit Inrapower and Multiventures Private Limited

Place : Mumbai

Date : February 21, 2018

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