



Zee Learn Ltd.,
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Mumbai - 400070.

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www.zeelearn.com

2nd April 2018

- 1. BSE Limited,**
The Listing/ Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai -400 001
- 2. The National Stock Exchange of India Limited**
The Listing/ Compliance Department
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai -400 051
- 3. MT Educare Limited,**
220, 2nd Floor, "Flying Colors",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai 400080, India.

Re: Disclosure of Shareholding under Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sirs,

Pursuant to Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby notify you of the disclosures of shareholding under regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours Faithfully,

For Zee Learn Limited


Bhavesh Shah
Company Secretary



Enclosure: as above

ANNEXURE - 1

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition:

Name of the Target Company (TC)	MT Educare Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Zee Learn Limited PAC: Sprit Infrapower and Multiventures Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes, Zee Learn Limited will be a promoter #		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE")		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d)	Nil	Nil	Nil



<p>Details of acquisition</p> <p>a) Shares carrying voting rights acquired</p> <p>b) VRs acquired otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>	<p>3,19,64,200 equity shares having face value of Rs. 10 each at a price of Rs. 62.57 each</p>	<p>44.53%#</p>	<p>Not applicable</p>
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>3,19,64,200 equity shares having face value of Rs. 10 each at a price of Rs. 62.57 each</p>	<p>44.53%#</p>	<p>Not applicable</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)</p>	<p>Preferential allotment</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>Not Applicable</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</p>	<p>27th March 2018</p>		



Equity share capital / total voting capital of the TC before the said acquisition	3,98,20,784 Equity Shares
Equity share capital/ total voting capital of the TC after the said acquisition	7,17,84,984 Equity Shares #
Total diluted share/voting capital of the TC after the said acquisition	7,17,84,984 Equity Shares #

As per regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Subscription Shares i.e. 3,19,64,200 equity shares having face value of Rs. 10 each at a price of Rs. 62.57 (including a premium of Rs.52.57/-) each subscribed to by Zee Learn Limited on a preferential allotment basis shall be kept in an escrow account and Zee Learn Limited shall not be able to exercise its voting rights in relation to the Subscription Shares until the completion of the proposed open offer.

For Zee Learn Limited


Company Secretary

Signature of the acquirer / Authorised Signatory

Place: Mumbai

Date: 02 April 2018