



**Zee Learn Ltd.,**  
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Mumbai - 400070.

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CIN :L80301MH2010PLC198405



[www.zeelearn.com](http://www.zeelearn.com)

May 29, 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, 2<sup>nd</sup> Floor, "Flying Colors",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai 400080, India.

**Re: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sirs,

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby provide you with the disclosure relating to acquisition of 1,07,36,973 equity shares of MT Educare Limited ("Target Company") by Zee Learn Limited ("Acquirer").

You are requested to kindly take the below disclosure on record and oblige.

Yours Faithfully,  
**For Zee Learn Limited**

  
**Bhavtosh Shah**  
Company Secretary



Enclosure: as above

**THINK EDUCATION. THINK ZEE LEARN.**



**ANNEXURE - 2**  
**Format for Disclosures under Regulation 29(2) 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 is a Promoter.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited ("BSE") and 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:			
a) Shares carrying voting rights	3,19,64,200	44.53%	44.53%
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)	3,19,64,200	44.53%	44.53%
Details of acquisition			
a) Shares carrying voting rights acquired	1,07,36,973	14.95%	14.95%
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	1,07,36,973	14.95%	14.95%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	4,27,01,173	59.48%	59.48%
b) VRs otherwise than by equity shares	-	-	-



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	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	4,27,01,173	59.48%	59.48%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)	Acquisition pursuant to Open Offer made by Zee Learn Limited along with Sprit Infrapower and Multiventures Private Limited (Person acting in Concert) to the public shareholders of the MT Educare Limited in accordance with the Letter of Offer filed with SEBI.		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 25, 2018 #		
Equity share capital / total voting capital of the TC before the said acquisition	7,17,84,984 Equity Shares having a face value of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition	7,17,84,984 Equity Shares having a face value of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition	7,17,84,984 Equity Shares having a face value of Rs. 10/- each		

**For Zee Learn Limited**

  
**Company Secretary**

Signature of the acquirer / Authorised Signatory

Place: Mumbai

Date: May 29, 2018

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*# The said date is the date of payment of consideration to the Public shareholders who have tendered their shares in the Open Offer made by Zee Learn Limited along with Sprit Infrapower and Multiventures Private Limited (Person Acting in concert) to the public shareholders of the MT Educare Limited.*

