R. O. : 220, 2nd Flr., "FLYING COLORS",
Pandit Din Dayal Upadhyay Marg,
L. B. S. Cross Road, Mulund (W),
Mumbai - 400 080.
Ph. : 022-25937700 / 800 / 900

MT EDUCARE LTD.

MTEL/AP/2012/022 - B

April 3, 2013

To,
The National Stock Exchange of India Limited
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Sub: Intimation about execution of Shareholders Agreement

Ref: Script code – MTEDUCARE & ISIN: INE472M01018

Dear Sir/ Madam,

This is further to our letter bearing ref. no. MTEL/AP/2012/090 - B dated November 23, 2012 forwarding a Press Release relating to MT Educare agreeing to acquire 51% stake in Lakshya Forum for Competitions Pvt. Ltd. ("Lakshya"), a leading North India based IIT Entrance teaching institute.

Through this letter, we wish to state that ***the Company has entered into Shareholders' Agreement dated April 1, 2013 with 'Lakshya' and its shareholders with respect to the above mentioned transaction.***

Further, we wish to state that 'Lakshya' holds 10 % stake in Lakshya Educare Private Limited (subsidiary of MT Educare Limited) a Special Purpose Vehicle (SPV) created for the purpose of launching JEE advanced coaching services in Mumbai and rest of India. MT Educare Ltd. holds 90% stake in this SPV.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **MT Educare Limited**

Ashwin M. Patel
Company Secretary

MT EDUCARE LTD.