

5th April, 2018

To,

The Manager – CRD

BSE Limited

PhirozeJeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Scrip Code: 534312

The Manager-Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

SYMBOL: MTEDUCARE

Dear Sir,

Name of Company: MT Educare Limited

Sub.: Disclosure under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

I, Mahesh Shetty, Promoter of the Company hereby make the disclosure in terms of Regulation 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as on 31st March, 2018 in the prescribed format.

Kindly take the above on your record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,



Mahesh R Shetty

Promoter of MT Educare Limited

Encl.: A/a

CC:The Compliance Officer / CFO

MT Educare Limited

220, 2nd Floor, "FLYING COLORS",

Pandit Din Dayal Upadhyay Marg,

L.B.S. Cross Road, Mulund (West),

Mumbai 400080

Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**Part -A: Details of Shareholding**

1. Name of the Target Company (TC)	MT Educare Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	1) BSE Limited 2) National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) :			
a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Not Applicable Mr. Mahesh R. Shetty- Promoter		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31, 2018, holding of:			
a. Shares	1,70,36,803	23.73**	23.73
b. Voting Rights (otherwise than by shares)	-	-	-
c. Warrants,	-	-	-
d. Convertible Securities	-	-	-
e. Any other instrument that would entitle the holder to receive shares in the TC.	-	-	-
Total	1,70,36,803	23.73%	23.73%



(*) 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.

(**) In the Board Meeting of MT Educare Limited held on 27th March, 2018, Zee Learn Limited was allotted 3,19,64,200 Equity Shares of the Company on preferential basis, however, the Corporate Action to give effect to the aforesaid allotment is in process. As a result of this, my shareholding in the records of depositories (i.e. National Securities Depository Limited and Central Depository Services India Limited) as on 31st March, 2018 is appearing to be 42.78% of the total paid-up share capital of the Company. Pursuant to the aforesaid allotment, my actual shareholding in terms of percentage to total share capital of the Company is 23.73%.



Mahesh Shetty

Promoter of MT Educare Limited

Place: Mumbai

Date: 5th April, 2018