

Ref: MTEL/AP/2014/375

August 11, 2014

|                                                                                         |                                                                                                                                                   |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001 | <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza, Plot no. C/1, G Block,<br>Bandra-Kurla Complex, Bandra (East)<br>Mumbai - 400 051 |
| <b>Scrip Code : 534312</b>                                                              | <b>Scrip Code: MTEDUCARE</b>                                                                                                                      |

**Sub: Disclosure under (i) Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulation, 1992 and (ii) Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.**

Dear Sir/Madam,

With reference to the captioned subject, we wish to state that the Company is in receipt of the following disclosure from Mr. Mahesh R. Shetty, intimating having sold 10,00,000 Equity shares of MT Educare Limited through market sale.

- (i) Disclosure in 'Form C' and 'Form D' under Regulation 13(3) and 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 and
- (ii) Disclosure in the prescribed format under Regulation 29(2) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

The disclosures as mentioned above are attached.

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

Thanking you,

Yours faithfully,

For **MT Educare Limited**

  
**Ashwin M. Patel**  
**Company Secretary**



Encl: as above

*Mahesh R. Shetty*

A-1302, Kalinga, Nirmal Nagar, Mulund - Goregoan Link Road, Mulund (W), Mumbai - 400 080.

August 11, 2014

|                                                                                          |                                                                                                                                                   |
|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai - 400001 | <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza, Plot no. C/1, G Block,<br>Bandra-Kurla Complex, Bandra (East)<br>Mumbai - 400 051 |
| <b>Scrip Code : 534312</b>                                                               | <b>Scrip Code: MTEDUCARE</b>                                                                                                                      |

**Sub: Disclosure under Regulation 13 (3) & 13 (4) of SEBI (Prohibition of Insider Trading) Regulation, 1992**

Dear Sir/Madam,

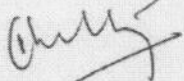
I, Mahesh R. Shetty hereby disclose that I have sold 10,00,000 Equity shares of MT Educare Limited through market sale.

The required disclosure as prescribed in 'Form C' and 'Form D' under Regulation 13 (3) and 13 (4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 are attached.

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

Thanking you,

Yours faithfully,

  
**MAHESH R. SHETTY**

Encl: as above

✓ CC: The Compliance Officer  
MT Educare Limited  
220, 2<sup>nd</sup> Floor, "FLYING COLORS"  
Pandit Din Dayal Upadhyay Marg,  
LBS Cross Road, Mulund (West),  
Mumbai 400080

FORM C

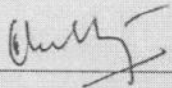
[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992]

[ Regulation 13 (3), and 13(6) ]

Regulation 13 (3) - Details of Change in Shareholding in respect of persons holding more than 5% shares in a listed Company.

|    |                                                                                                              |                                                                                                                                 |
|----|--------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 1  | Name, PAN & Address of the shareholder(s)                                                                    | Mahesh R. Shetty<br>AAIPS6338R<br>1303, "Kalinga", Nirmal Nagar,<br>Mulund Goregaon Link Road,<br>Mulund (West), Mumbai 400 080 |
| 2  | Shareholding prior to acquisition / sale.                                                                    | 1,80,36,803 equity shares<br>(45.3252 %)                                                                                        |
| 3  | No. & % of shares / voting rights acquired / sold                                                            | 10,00,000 equity shares<br>(2.5139%)                                                                                            |
| 4  | Receipt of allotment advice / acquisition of shares / sale of shares specify                                 | Sale of shares.                                                                                                                 |
| 5  | Date of intimation to company                                                                                | 09/08/2014                                                                                                                      |
| 5  | Mode of acquisition (market purchase / public / rights / preferential offer etc.)                            | NA                                                                                                                              |
| 6  | Number & percentage of shares / voting rights post acquisition / sale                                        | 1,70,36,803 (42.8123 %)                                                                                                         |
| 7  | Trading Member through whom the trade was executed along with SEBI Registration number of the Trading Member | Aarya Equity (I) Pvt. Ltd.<br>BSE: INB 011413334<br>Clearing No.6347                                                            |
| 8  | Exchange on which trade was executed                                                                         | The BSE Ltd. (BSE)                                                                                                              |
| 9  | Buy quantity                                                                                                 | NA                                                                                                                              |
| 10 | Buy value                                                                                                    | NA                                                                                                                              |
| 11 | Sell quantity                                                                                                | 10,00,000                                                                                                                       |
| 12 | Sell value                                                                                                   | 12,78,07,500.15                                                                                                                 |

Signature: \_\_\_\_\_



Name of Promoter: **Mr. Mahesh R. Shetty**

Place: Mumbai

Date: 11/08/2014

# FORM D

[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992]

[Regulation 13(4), 13(4A) and 13(6)]

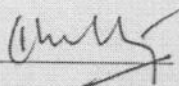
Details of change in shareholding or voting rights held by Director or Officer and his dependence or Promoter or person who is part of Promoter Group of a listed company

|    |                                                                                                                                                        |                                                                                                                                 |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 1  | Name, PAN & Address of Promoter /<br><del>Person who is part of Promoter Group /</del><br>Director / Officer                                           | Mahesh R. Shetty<br>AAIPS6338R<br>1303, "Kalinga", Nirmal Nagar,<br>Mulund Goregaon Link Road,<br>Mulund (West), Mumbai 400 080 |
| 2  | Number & percentage of shares / voting<br>rights held by Promoter / <del>Person who is</del><br><del>part of Promoter Group / Director / Officer</del> | 1,80,36,803 (45.3252 %)                                                                                                         |
| 3  | Date of receipt of allotment advice /<br>acquisition / sale of shares / voting rights                                                                  | 08/08/2014                                                                                                                      |
| 4  | Date of intimation to company                                                                                                                          | 09/08/2014                                                                                                                      |
| 5  | Mode of acquisition – market purchase /<br>public / rights / preferential offer / sale etc.                                                            | Market Sale                                                                                                                     |
| 6  | Number & percentage of shares / voting<br>rights post acquisition / sale                                                                               | 1,70,36,803 (42.8123 %)                                                                                                         |
| 7  | Trading Member through whom the trade<br>was executed along with SEBI Registration<br>number of the Trading Member                                     | Aarya Equity (I) Pvt. Ltd.<br>BSE: INB 011413334<br>Clearing No.6347                                                            |
| 8  | Exchange on which trade was executed                                                                                                                   | The BSE Ltd. (BSE)                                                                                                              |
| 9  | Buy quantity                                                                                                                                           | NA                                                                                                                              |
| 10 | Buy value                                                                                                                                              | NA                                                                                                                              |
| 11 | Sell quantity                                                                                                                                          | 10,00,000                                                                                                                       |
| 12 | Sell value                                                                                                                                             | 12,78,07,500.15                                                                                                                 |

I hereby confirm that none of the above dealings by me / my dependent family members were done while in possession of unpublished price sensitive information.

I do hereby declare that the information stated above is true to the best of my knowledge and belief.

Yours truly

Signature: 

Name of Promoter: Mr. Mahesh R. Shetty

Date: 11/08/2014

*Mahesh R. Shetty*

A-1302, Kalinga, Nirmal Nagar, Mulund - Goregoan Link Road, Mulund (W), Mumbai - 400 080.

11<sup>th</sup> August, 2014

|                                                                                                                          |                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Bombay Stock Exchange</b><br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai- 400001<br><b>Scrip code: 534312</b> | <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza, Plot no. C/1, G Block,<br>Bandra-Kurla Complex Bandra (East)<br>Mumbai - 400 051<br><b>Scrip code: MTEDUCARE</b> |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011**

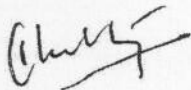
Dear Sir/ Madam,

With reference to the captioned subject, please find enclosed "**Annexure A**" giving disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011 for sale of 10,00,000 Equity shares of MT Educare Limited, in the prescribed format.

You are requested to kindly take the same on record and acknowledge receipt.

Thanking you

Yours faithfully,



**Mahesh Raghu Shetty**  
(Promoter)

Encl: as above

✓ **CC: 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

### Annexure A

#### Format for Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

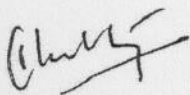
|                                                                                                                                                                                           |                                                                              |                                                              |                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                        | MT Educare Limited                                                           |                                                              |                                                    |
| 2. Name of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                             | Mahesh R. Shetty                                                             |                                                              |                                                    |
| 3. Whether the acquirer belongs to promoter / Promoter group                                                                                                                              | Yes                                                                          |                                                              |                                                    |
| 4. Name of the Stock Exchanges where the shares of TC are listed                                                                                                                          | The BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) |                                                              |                                                    |
| 5. Details of acquisition of shares / Disposal of Shares is as follows:                                                                                                                   | Number of shares                                                             | % w.r.t total share / voting capital wherever applicable (*) | % of total diluted share/voting capital of TC (**) |
| Before the acquisition under consideration, holding of :                                                                                                                                  |                                                                              |                                                              |                                                    |
| a. Shares carrying voting rights                                                                                                                                                          | 1,39,04,803                                                                  | 34.942                                                       | 34.942                                             |
| b. Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking / others)                                                                                                 | 41,32,000                                                                    | 10.383                                                       | 10.383                                             |
| c. Voting Rights (otherwise than by shares)                                                                                                                                               | Nil                                                                          | Nil                                                          | Nil                                                |
| d. Warrants/convertible securities /any other instruments that would entitle the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)           | Nil                                                                          | Nil                                                          | Nil                                                |
| Total (a+b+c+d)                                                                                                                                                                           | 1,80,36,803                                                                  | 45.325                                                       | 45.325                                             |
| Details of acquisition / Sale                                                                                                                                                             |                                                                              |                                                              |                                                    |
| a. Shares carrying voting rights acquired / sold                                                                                                                                          | 10,00,000                                                                    | 2.513                                                        | 2.513                                              |
| b. Voting rights acquired / sold otherwise than by shares                                                                                                                                 | Nil                                                                          | Nil                                                          | Nil                                                |
| c. Warrants/convertible securities /any other instruments that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | Nil                                                                          | Nil                                                          | Nil                                                |
| d. Shares encumbered / invoked / released by the acquirer                                                                                                                                 | Nil                                                                          | Nil                                                          | Nil                                                |
| Total (a+b+c+d)                                                                                                                                                                           | 10,00,000                                                                    | 2.513                                                        | 2.513                                              |

|                                                                                                                                                                                                          |                   |        |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------|--------|
| After the acquisition / sale, holding of:                                                                                                                                                                |                   |        |        |
| a. Shares carrying voting rights                                                                                                                                                                         | 1,29,04,803       | 32.429 | 32.429 |
| b. Shares encumbered with the acquirer                                                                                                                                                                   | 41,32,000         | 10.383 | 10.383 |
| c. Voting Rights (otherwise than by shares)                                                                                                                                                              | Nil               | Nil    | Nil    |
| d. Warrants/convertible securities /any other instruments that would entitle the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition / sale | Nil               | Nil    | Nil    |
| Total (a+b+c+d)                                                                                                                                                                                          | 1,70,36,803       | 42.812 | 42.812 |
| 6. Mode of Acquisition / Sale (e.g. open market / public issue / right issue / preferential allotment / inter-se transfer, etc)                                                                          | Open Market       |        |        |
| 7. Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.                                                                            | 08/08/2014        |        |        |
| 8. Equity share capital / total voting capital of the TC before the said acquisition/ sale                                                                                                               | Rs.39,79,41,400/- |        |        |
| 9. Equity share capital / total voting capital of the TC after the said acquisition / sale                                                                                                               | Rs.39,79,41,400/- |        |        |
| 10. Total diluted share/voting capital of the TC after the said acquisition                                                                                                                              | Rs.39,79,41,400/- |        |        |

(\*) 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.

Signature of the Acquirer / Seller / Authorised Signatory



**Mahesh Raghu Shetty**  
(Promoter)

Place: Mumbai

Date: August 11, 2014