

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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|----|---|
| 1. | Name of Listed Entity: MT Educare Limited |
| 2. | Scrip Code/Name of Scrip/Class of Security: 534312 |
| 3. | Share Holding Pattern Filed under: Reg. 31(1)(b) Report for Quarter ending 31.03.2018 |
| | a. If under 31(1)(b) then indicate the report for Quarter ending 31.03.2018 |
| | b. If under 31(1)(c) then indicate date of allotment/extinguishment |
| 4. | Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:- |

| | Particulars | Yes* | No* |
|---|--|------|-----|
| 1 | Whether the Listed Entity has issued any partly paid up shares? | | No |
| 2 | Whether the Listed Entity has issued any Convertible Securities or Warrants? | | No |
| 3 | Whether the Listed Entity has any shares against which depository receipts are issued? | | No |
| 4 | Whether the Listed Entity has any shares in locked-in? | | No |
| 5 | Whether any shares held by promoters are pledge or otherwise encumbered? | Yes | |

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

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Table I - Summary Statement holding of specified securities

| Category | Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) | Number of Voting Rights held in each class of securities | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | ing, as a % assuming full conversion of convertible securities (as a percentage) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form |
|----------|-------------------------------|----------------------|---|--|--|------------------------|---|--|-------------|----------|-------------------------|--|--|----------------------------|--------------------------------|--|--------------------------------|---|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held(b) | No. (a) | As a % of total Shares held(b) | |
| | | | | | | | | Class eg: X | Class eg: Y | Total | | | | | | | | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) = | (VIII) As a | (IX) | | | (X) | (XI)= | (XII) | | (XIII) | | (XIV) | |
| (A) | Promoter & Promoter Group | 1 | 17036803 | 0 | 0 | 17036803 | 23.7331 | 17036803 | 0 | 17036803 | 23.7331 | 0 | 23.7331 | 0 | 0 | 11000000 | 64.5661 | 17036803 |
| (B) | Public | 16516 | 54748181 | 0 | 0 | 54748181 | 76.2669 | 54748181 | 0 | 54748181 | 76.2669 | 0 | 76.2669 | 31964200 | 58.38404 | NA | NA | 54708194 |
| (C) | Non Promoter - Non Public | | | | 0 | | | | 0 | | | 0 | | | 0 | NA | NA | |
| (C1) | Shares Underlying DRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| (C2) | Shares Held By Employee Trust | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NA | NA | 0 |
| | Total | 16517 | 71784984 | 0 | 0 | 71784984 | 100 | 71784984 | 0 | 71784984 | 100 | 0 | 100 | 31964200 | 44.5277 | 11000000 | 15.32354 | 71744997 |

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

| | Category & Name of the shareholders | PAN | Nos. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | Shares Underlying Outstanding convertible securities (including percentage) | g, as a % assuming full conversion of convertible securities (as a percentage) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|-----|--|------------|----------------------|---|-----------------------------------|--|------------------------|--|--|-------------|----------|---|--|----------------------------|---------|--|----------|---|--------------------------------|
| | | | | | | | | | No of Voting Rights | | | | | Total as a % of (A+B+C) | No. (a) | As a % of total Shares held(b) | No. (a) | | As a % of total Shares held(b) |
| | | | | | | | | | Class eg: X | Class eg: y | Total | | | | | | | | |
| 1 | Indian | | | | | | | | | | | | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | | 1 | 17036803 | 0 | 0 | 17036803 | 23.7331013 | 17036803 | 0 | 17036803 | 23.7331013 | 0 | 23.7331013 | 0 | 0 | 11000000 | 64.5661 | 17036803 |
| | Mahesh Raghu Shetty | AAIPS6338R | 1 | 17036803 | 0 | 0 | 17036803 | 23.7331013 | 17036803 | 0 | 17036803 | 23.7331013 | 0 | 23.7331013 | 0 | 0 | 11000000 | 64.5661 | 17036803 |
| (b) | Central Government / State Government(s) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Financial Institutions / Banks | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Any Other (Specify) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total (A)(1) | | 1 | 17036803 | 0 | 0 | 17036803 | 23.7331013 | 17036803 | 0 | 17036803 | 23.7331013 | 0 | 23.7331013 | 0 | 0 | 11000000 | 64.5661 | 17036803 |
| 2 | Foreign | | | | | | | | | | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Government | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Institutions | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Foreign Portfolio Investor | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Other (Specify) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total (A)(2) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2) | | 1 | 17036803 | 0 | 0 | 17036803 | 23.7331013 | 17036803 | 0 | 17036803 | 23.7331013 | 0 | 23.7331013 | 0 | 0 | 11000000 | 64.5661 | 17036803 |

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note :

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

| No. of shareholders | No. of Shares |
|---------------------|---------------|
| | |

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

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On 27.03.2018, the Company allotted 3,19,64,200 shares on preferential basis to Zee Learn Limited. The necessary corporate action application(s) are filed with Depositories for crediting the allottee's demat account for the aforesaid allotment alongwith application for listing these shares with BSE Limited & National Stock Exchange of India Limited. As on end of the quarter, the Company was yet to receive confirmation on above. Thus, aforesaid shares are included in Public category, sub heading Bodies Corporate under the head "No. of shares held in dematerialised form" in the Shareholding Pattern as on Quarter ended 31st March,2018.

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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

| | Category & Name of the shareholders | PAN | Nos. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | Shares Underlying Outstanding convertible securities (including securities convertible assuming full conversion of convertible securities) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialised form | |
|---|--|------|----------------------|---|-----------------------------------|--|------------------------|--|--|-------------|-------|--|----------------------------|---------|--|---------|---|--------------------------------|
| | | | | | | | | | No of Voting Rights | | | | Total as a % of (A+B+C) | No. (a) | As a % of total Shares held(b) | No. (a) | | As a % of total Shares held(b) |
| | | | | | | | | | Class eg: X | Class eg: y | Total | | | | | | | |
| | (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) = | (VIII) As a | (IX) | | | (X) | (XI)= | (XII) | (XIII) | (XIV) | | |
| 1 | Custodian/DR Holder | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Note :

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

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