

May 28, 2018

→ **Listing Department**
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Sub: Post Offer advertisement for open offer (“Offer”) for acquisition of up to 1,86,64,096 Equity Shares from shareholders of MT Educare Limited (“Target”) by Zee Learn Limited (“Acquirer”) along with Sprit Infrapower and Multiventures Private Limited (“PAC”) pursuant to and in compliance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“SEBI SAST Regulations”).

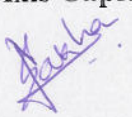
With respect to the captioned, we, the Manager to the Offer, enclose the Post Offer advertisement dated May 25, 2018 in accordance with Regulation 18(12) of SEBI SAST Regulations, published in the following newspapers on May 26, 2018:

1. Financial Express (English) – All editions
2. Jansatta (Hindi) – All editions
3. Navshakti (Marathi) - Mumbai edition

Kindly acknowledge receipt.

Thanking you,

With regards,
For **Axis Capital Limited**


Authorised Signatory
Name: Lakha Nair
Designation: Senior Vice President

Encl: as above

POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) IN TERMS OF SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011
FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

MT EDUCARE LIMITED

CIN: L80903MH2006PLC163888

Registered Office: 220, 2nd Floor, "Flying Colors", Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West), Mumbai - 400080.

Tel: +91-22-61297700/800/900; Fax: 022 25937799

Open Offer ("Offer") for acquisition of upto 1,86,64,096 (One Crore Eighty Six Lakh Sixty Four Thousand and Ninety Six) fully paid up equity shares having a face value ₹ 10 (Rupees Ten) each (each an "Equity Share") of MT Educare Limited ("Target Company") representing 26%(Twenty Six percent) of the Emerging Share Capital (as defined below) from the Public Shareholders (as defined below) of the Target Company, by Zee Learn Limited ("Acquirer") along with Sprit Infrapower and Multiventures Private Limited ("PAC") in its capacity as a person acting in concert with the Acquirer.

This post offer advertisement ("**Advertisement**") is being issued by Axis Capital Limited ("**Manager to the Offer**"), on behalf of the Acquirer and PAC pursuant to and in accordance with regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") in respect of the open offer to acquire up to 1,86,64,096 fully paid up equity shares of INR 10 each ("**Shares**") of MT Educare Limited.

This Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated February 14, 2018 ("**PA**"), the detailed public statement that was published on February 22, 2018 ("**DPS**"), the draft letter of offer dated March 1, 2018 ("**DLoF**") and the letter of offer dated April 20, 2018 ("**LoF**"). The DPS with respect to the Offer was published in all editions of Financial Express - English (all editions), in Jansatta - Hindi (all editions), Navshakti - Marathi (Mumbai edition).

- 1 Name of the Target Company : MT Educare Limited
- 2 Name of the Acquirer(s) and PACs : Zee Learn Limited ("Acquirer") and
Sprit Infrapower and Multiventures Private Limited ("PAC")
- 3 Name of the Manager to the Offer : Axis Capital Limited
- 4 Name of the Registrar to the Offer : Link Intime India Private Limited
- 5 Offer Details:
 - a Date of Opening of the Offer : May 03, 2018
 - b Date of Closure of the Offer : May 16, 2018
 - 6 Date of Payment of Consideration : May 25, 2018
- 7 Details of Acquisition:

Sl. No.	Particulars	Proposed in offer document		Actuals	
7.1	Offer Price (per Share)	INR 72.76		INR 72.76	
7.2	Aggregate number of shares tendered	1,86,64,096		1,07,36,973	
7.3	Aggregate number of shares accepted	1,86,64,096		1,07,36,973	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 1,35,79,99,625		INR 78,12,22,155.48	
7.5	Shareholding of the Acquirers & PACs before agreements/public announcement - Number % of Voting Share Capital	Nil		Nil	
7.6	Shares Acquired by way of agreements - Number % of Voting Share Capital	3,19,64,200* 44.53%		3,19,64,200* 44.53%	
7.7	Shares Acquired by way of Open Offer - Number % of Voting Share Capital	1,86,64,096 26.00%		1,07,36,973 14.96%	
7.8	Shares acquired after Detailed Public Statement - Number of shares acquired - Price of the shares acquired % of the shares acquired	Nil		Nil	
7.9	Post offer shareholding of Acquirer - Number % of Voting Share Capital	5,06,28,296 70.53%		4,27,01,173 59.48%	
7.10	Pre & Post offer shareholding of the Public - Number % of Voting Share Capital	Pre-Offer:	Post-Offer:	Pre-Offer:	Post-Offer:
		22,783,981 31.74%	4,119,885 5.74%	22,783,981 31.74%	1,20,47,008 16.78%

**The Board of directors of the Target Company at its meeting held on February 14, 2018 had duly authorized the Preferential Allotment to the Acquirer and the same was approved by its shareholders at the extra-ordinary general meeting held on March 12, 2018.*

1. The Acquirer and the PAC, and their respective directors if applicable, severally and jointly accept full responsibility for the information contained in this Advertisement and also accept responsibility for their obligations laid down under the SEBI (SAST) Regulations.
2. A copy of this Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), the BSE Limited (www.bseindia.com), the National Stock Exchange of India Limited (www.nseindia.com) and at the registered office of the Target Company.
3. Capitalized terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the PA and/or the DPS and/or LoF.

ISSUED BY THE MANAGER TO THE OFFER

	AXIS CAPITAL LIMITED Axis House, 1 st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai - 400 025 Tel: +91 22 4325 2183, Fax: +91 22 4325 3000 Email: MTEL@axiscap.in Contact Person: Ms. Mayuri Arya SEBI Registration Number: INM000012029
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REGISTRAR TO THE OFFER

	LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai - 400 083 Tel: + 91 22 49186200; Fax: + 91 22 49186195 Email: mteducare.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058
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On behalf of

Sd/-
Zee Learn Limited

Sd/-
Sprit Infrapower and Multiventures Private Limited

Place : Mumbai
Date : May 25, 2018

PRESSMAN