

March 10, 2023

To,

<p>The Department of Corporate Services, BSE Limited 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Email: corp.relations@bseindia.com</p>	<p>National Stock Exchange of India Ltd. Digital exchange portal: https://digitalexchange.nseindia.com</p>	<p>Mr. Ramjee Dorai Company Secretary & Compliance Officer, Thyrocare Technologies Limited D/37-1, TTC Industrial Area, MIDC Turbhe, Navi Mumbai, Maharashtra, 400703 Email: ramjee.d@thyrocare.com; enquiry@thyrocare.com</p>
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Thyrocare Technologies Limited (“ Target Company ”)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (“ Vistra ”) (In our capacity as Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	----- 3,76,56,092 ----- -----	----- 71.14% ----- -----	----- 70.69% ----- -----
Total (a+b+c+d)	3,76,56,092	71.14%	70.69%
Details of acquisition/sale a) Shares carrying voting rights acquired /sold b) VRs acquired/sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	----- ----- -----	----- ----- -----	----- ----- -----

Registered office:

The IL&FS Financial Centre,
Plot No. C- 22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051, India

Corporate office :

The Qube, 6th floor, 602
A wing Hasan pada road ,
Mittal industrial estate Marol ,
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Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

d) Shares encumbered / invoked / released by the acquirer	Refer Note 4	Refer Note 4	Refer Note 4
Total (a+b+c+d)	-----	-----	-----
After the acquisition / sale, holding of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	3,76,56,092	71.14%	70.69%
c) VRs otherwise than by shares	-----	-----	-----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-----	-----	-----
Total (a+b+c+d)	3,76,56,092	71.14%	70.69%
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Creation of pledge over 3,76,56,092 shares of the Target Company held by Docon Technologies Limited (Docon); pledge over 14,253,118 equity shares of Docon held by API Holdings Limited (API) and 4,33,367 compulsorily convertible debentures issued by Docon to API; encumbrance by way of event of default in case Docon or API cease to directly or indirectly control Thyrocare or Docon respectively; restriction on change in capital structure of Target Company or Docon (to the extent of the shareholding of the Target Company held by Docon and the shareholding of Docon held by API, respectively)..		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 08, 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	5,29,30,043 equity shares of face value of Rs. 10/- each, capital Rs. 52,93,00,430/- (As per the Shareholding pattern available on BSE website for the quarter ended December 2022)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	5,29,30,043 equity shares of face value of Rs. 10/- each, capital Rs. 52,93,00,430/- (As per the Shareholding pattern available on BSE website for the quarter ended December 2022)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 53,26,99,920/-		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) 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.

Note:

1. Docon Technologies Pvt Ltd ("**Docon**") had provided exclusive security interest by way of creation of pledge over 3,76,56,092 shares (71.14%) of Thyrocare Technologies Ltd ("**TTL**") held by Docon, and API Holdings Ltd ("**API**") had provided exclusive security interest by way of creation of pledge over 14,253,118 shares and 4,33,367 compulsory convertible debentures (comprising 100% of the total share capital) of Docon held by API, on June 23, 2022 in favour of Vistra ITCL (India) Limited (acting in its capacity as debenture trustee for debentures issued by API for an aggregate nominal value of INR 2280,00,00,000 ("**Existing Debentures**")).
2. On and from June 23, 2022, encumbrances had also been created by way of:
 - (i) an event of default in case:
 - (a) Docon ceases to directly or indirectly exercise Control over TTL;
 - (b) API ceases to directly or indirectly exercise Control over Docon; and (ii) restriction on change in capital structure of TTL (to the extent of the shareholding of TTL held by Docon and the shareholding of Docon held by API, respectively).
3. On and from September 13, 2022, the above existing security package had also been extended to secure additional debentures for an aggregate nominal value of INR 396,00,00,000/- issued/ to be issued by API from time to time ("**Additional Debentures**").
4. On and from September 30, 2022, the existing security package had been modified on account of partial redemption of Existing Debentures to the extent of aggregate nominal value of INR 198,00,00,000/- The outstanding aggregate nominal value of Existing Debentures was reduced to INR 2082,00,00,000/.
5. On and from March 08, 2023, the existing security package had been modified on account of further partial redemption of Existing Debentures to the extent of aggregate nominal value of 1,59,33,00,000/. The outstanding aggregate nominal value of Existing Debentures now stands reduced to INR 19,22,67,00,000/-. There is no change in the aggregate nominal value of Additional Debentures and the aggregate nominal value of Existing Debentures and Additional Debentures now stands at INR 23,18,67,00,000 /-.

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited




Jatin Chonani
Compliance Officer
Place: Mumbai