

September 15, 2022

To,

<p>The Department of Corporate Services,  <b>BSE Limited</b>          14<sup>th</sup> Floor, BSE Limited,          Phiroze Jeejeebhoy Towers,          Dalal Street, Mumbai - 400 001          Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p>	<p><b>Mr. Ramjee Dorai</b>          Company Secretary &amp; Compliance Officer,  <b>Thyrocare Technologies Limited</b>          D/37-1, TTC Industrial Area, MIDC Turbhe, Navi          Mumbai, Maharashtra, 400703          Email : <a href="mailto:ramjee.d@thyrocare.com">ramjee.d@thyrocare.com</a>;  <a href="mailto:enquiry@thyrocare.com">enquiry@thyrocare.com</a></p>
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**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**Part-A- Details of the Acquisition**

1. Name of the Target Company (TC)	Thyrocare Technologies Limited (“ <b>Target Company</b> ”)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (“ <b>Vistra</b> ”) (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 as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/ others)	3,76,56,092	71.14%	70.69%
c) Voting rights (VR) otherwise than by equity 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)	-----	-----	-----
<b>Total (a+b+c+d)</b>	<b>3,76,56,092</b>	<b>71.14%</b>	<b>70.69%</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	-----	-----	-----
b) VRs acquired/sold otherwise than by equity 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	-----	-----	-----
	Refer Note 3	Refer Note 3	Refer Note 3

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 ,  
 Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028

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[www.vistraitcl.com](http://www.vistraitcl.com)

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

d) Shares in the nature of encumbrance (pledge/ <del>lien/ non disposal undertaking/</del> others)			
<b>Total (a+b+c+d)</b>	-----	-----	-----
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	-----	-----	-----
b) VRs otherwise than by equity 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) after acquisition	-----	-----	-----
d) Shares in the nature of encumbrance (pledge/ <del>lien/ non disposal undertaking/</del> others)	3,76,56,092	71.14%	70.69%
<b>Total (a+b+c+d)</b>	<b>3,76,56,092</b>	<b>71.14%</b>	<b>70.69%</b>
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, 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)..		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-----		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	June 23, 2022		
Equity share capital / total voting capital of the TC before the said acquisition	5,29,03,332 equity shares of face value of Rs. 10/- each, capital Rs. 52,90,33,320/- (As per the Shareholding pattern available on BSE website for the quarter ended June 2022)		
Equity share capital/ total voting capital of the TC after the said acquisition	5,29,03,332 equity shares of face value of Rs. 10/- each, capital Rs. 52,90,33,320/- (As per the Shareholding pattern available on BSE website for the quarter ended June 2022)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 53,27,71,920/-		

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**Note:**

(\*) 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 Listing Regulations

(\*\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

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).
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 has now also been extended to secure additional debenture for an aggregate nominal value of INR 396,00,00,000/- issued/ to be issued by API from time to time.

*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(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

**For Vistra ITCL (India) Limited**



**Authorised Signatory**

**Place: Mumbai**

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