

POLYCURE MARTECH LIMITED

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CIN No. : U13112RJ1996PLC011668

Date: April 29, 2022

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Poly Medicare Limited

232B, Third Floor
Okhla Industrial Estate, Phase - III New Delhi
110020 India
E-mail: cs@polymedicure.com

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Please find enclosed a disclosure under Regulation 29(2) of the Takeover Regulations disclosing acquisition pursuant to a scheme of amalgamation not directly involving the target company i.e., Poly Medicare Limited and fulfilling the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations.

Kindly take the information on record.

Thanking you

Yours faithfully

For and on behalf of Polycure Martech Limited

Khailesh



Authorised Signatory

Name: Khailesh Kumawat

Designation: Authorised Signatory

Encl: as above

Disclosures under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Name of the Target Company (TC)	Poly Medicare Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Polycure Martech Limited ("PML") PACs: Other members of the promoter and promoter group of the TC, details set out in Annexure I.		
Whether the acquirer belongs to Promoter/ Promoter group	Yes, PML belongs to the promoter group of the TC		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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			
1. PML	10,000	0.01	0.01
2. Other members of the promoter and promoter group of the TC	4,28,18,552 ⁽¹⁾	44.65 ⁽¹⁾	44.65 ⁽¹⁾
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)	-	-	-
e) Total (a+b+c+d)	4,28,28,552	44.66	44.66
Details of acquisition/-sale			
a) Shares carrying voting rights acquired/ sold ⁽²⁾	83,22,160 ⁽²⁾	8.68 ⁽²⁾	8.68 ⁽²⁾
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/sold	-	-	-
d) Shares encumbered/ invoked/ released	-	-	-

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by the acquirer			
e) Total (a+b+c+d)	83,22,160⁽²⁾	8.68⁽²⁾	8.68⁽²⁾
After the acquisition/sale, holding of:			
Shares carrying voting rights			
1. Zetta Matrix Consulting LLP (indirect acquisition by PML)	83,22,160	8.68	8.68
2. PML	10,000	0.01	0.01
3. Other members of the promoter and promoter group of the TC	4,28,18,552 ⁽¹⁾	44.65 ⁽¹⁾	44.65 ⁽¹⁾
b) Shares encumbered with the acquirer	-	-	-
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	-	-	-
e) Total (a+b+c+d)	5,11,50,712	53.34	53.34
Mode of acquisition/sale (e.g. open market /off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Acquisition pursuant to a scheme of amalgamation not directly involving the TC, fulfilling the conditions prescribed in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		
Date of acquisition /sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 28, 2022 i.e., the Effective Date		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	INR 479501710 divided into 95900342 equity shares of INR 5 each.		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	INR 479501710 divided into 95900342 equity shares of INR 5 each.		
Total diluted share/voting capital of the TC after the said acquisition.	INR 479501710 divided into 95900342 equity shares of INR 5 each.		

Notes:

- (1) The details of the other members of the promoter and promoter group of TC are set out in **Annexure I**.
- (2) Zetta Matrix Consulting LLP ("**Zetta**") holds 83,22,160 equity shares of the TC representing 8.68% of its paid-up equity share capital. PML directly holds 10,000 equity shares of the TC representing 0.01% of its paid-up equity share capital. Pursuant to a scheme of amalgamation of Shree Agrasen Service Centre Private Limited ("**SCPL**") (the majority contributor of Zetta) with PML and their respective shareholders and creditors ("**Scheme**"), approved by NCLT, Jaipur bench, vide its order dated March 31, 2022, SCPL has amalgamated with PML with effect from the appointed date (as defined in the Scheme) and the majority contribution held by SCPL in Zetta has been vested in / transferred to PML. Consequently, PML has indirectly acquired 8.68% of the voting rights on the shares held by Zetta in the TC and Zetta has become part of the promoter group of the TC. The Scheme is effective from April 28, 2022.
- (*) 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.



For and on behalf of Polycure Martech Limited

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Authorised Signatory

Name: Khailesh Kumawat

Designation: Authorised Signatory

Date: April 29, 2022

Place: Jaipur

Annexure I

S. No.	Name of other members of the promoter and promoter group of the TC	Before and after acquisition		
		No. of equity shares of the TC held	% w.r.t total share capital of the TC	% w.r.t. total diluted share/ voting capital of the TC
1.	Himanshu Baid HUF	38,39,200	4.00	4.00
2.	Shireen Baid	11,21,600	1.17	1.17
3.	Rishi Baid HUF	27,80,000	2.90	2.90
4.	Mukulika Baid	30,62,400	3.19	3.19
5.	Jugal Kishore Baid	22,79,376	2.38	2.38
6.	Bhupendra Raj Mehta	1,600	0.00	0.00
7.	Rishi Baid	98,93,048	10.32	10.32
8.	Vishal Baid	16,81,360	1.75	1.75
9.	Himanshu Baid	79,07,624	8.25	8.25
10.	Shaily Baid	11,88,000	1.24	1.24
11.	Neha Baid	10,24,000	1.07	1.07
12.	Dhruv Baid	3,60,000	0.38	0.38
13.	Aaryaman Baid	2,80,000	0.29	0.29
14.	Arham Baid	2,80,000	0.29	0.29
15.	Jai Polypan Pvt Ltd	33,52,000	3.50	3.50
16.	VCB Trading LLP	35,41,144	3.69	3.69
17.	Madhu Kothari	1,71,200	0.18	0.18
18.	Vinay Kothari	56,000	0.06	0.06
Total		4,28,18,552	44.65	44.65

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