

POLYCURE MARTECH LIMITED

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E.Mail : polypan@dil.in
CIN No. : U13112RJ1996PLC011668

Date: April 29, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Email: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Polycure Martech Limited ("PML") has filed a disclosure under Regulation 29(2) of the Takeover Regulations on April 29, 2022 regarding indirect acquisition of 8.68% of the voting rights on the shares held by Zetta Matrix Consulting LLP in Poly Medicure Limited, ("Target Company") pursuant to a scheme of amalgamation not involving the Target Company and fulfilling the conditions prescribed in Regulation 10(1)(d)(iii) of Takeover Regulations.

In connection with the same transaction, please find attached the report under Regulation 10(6) of the Takeover Regulations.

Kindly take the same on record.

Yours faithfully,

For and on behalf of Polycure Martech Limited



Authorised Signatory
Name: Khailesh Kumawat
Designation: Authorised Signatory



Disclosure under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

1.	Name of the Target Company (TC)	Poly Medicare Limited	
2.	Name of the acquirer(s)	Polycure Martech Limited (“PML”), one of the members of the promoter group of the TC.	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited.	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Zetta Matrix Consulting LLP (“Zetta”) holds 83,22,160 equity shares of the TC representing 8.68% of the paid-up equity share capital of the TC. PML directly holds 10,000 equity shares of the TC representing 0.01% of the paid-up equity share capital of the TC.</p> <p>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 the Hon’ble National Company Law Tribunal, Jaipur bench, <i>vide</i> its order dated March 31, 2022, SCPL has amalgamated with PML with effect from the appointed date (<i>as defined in the Scheme</i>) 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.</p> <p>The Scheme is effective from April 28, 2022 (“Effective Date”).</p> <p>The above acquisition by PML pursuant to the Scheme does not directly involve the TC and fulfills the conditions prescribed in Regulation 10(1)(d)(iii) of Takeovers Regulations.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stockexchange.	Not applicable.	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made

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	a.	Name of the transferor/ seller	Not applicable	Not applicable		
	b.	Date of acquisition	Not applicable	Not applicable		
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable	Not applicable		
	d.	Total shares proposed to be acquired /actually acquired as a % of diluted share capital of TC	Not applicable	Not applicable		
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable	Not applicable		
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee⁽⁶⁾				
		PML	10,000	0.01	10,000	0.01
		Zetta (indirect acquisition by PML)	83,22,160	8.68	83,22,160	8.68
		Other members of the promoter and promoter group of the TC	4,28,18,552	44.65	4,28,18,552	44.65
	b	Each Seller / Transferor				
		SCPL (indirect holding in TC through Zetta)	83,22,160	8.68	Nil	Nil

Notes:

1. The aggregate shareholding of the promoter and promoter group of the TC prior to the transaction reported in this form was 4,28,28,552 equity shares representing 44.66% of the paid up share capital of the TC; and post the transaction is 5,11,50,712 equity shares representing 53.34% of the paid up share capital 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