

JAI POLYPAN PRIVATE LIMITED

Regd. Office : 806 E, Titenium City Centre, Near Sachin Tower, 100 Feet Ring Road,
Anand Nagar, Satellite, Ahmedabad, Gujarat-380015
Tel 3355070, E-mail : polypan@dil.in

Date _____
28 June, 2024

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
E-mail: takeover@nse.co.in

Poly Medicure 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 Medicure Limited and fulfilling the conditions set out in Regulation 10(1)(d)(iii) of the Takeover Regulations.

Kindly take the same on record.

Thanking you

Yours faithfully

For and on behalf of Jai Polypan Private Limited


Authorised Signatory

Authorised Signatory

Name: Venugopala Pillai

Designation: Authorised Signatory

Encl: as above

Disclosure 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: Jai Polypan Private Limited ("JPPL") PACs: Details of other members of the promoter and promoter group of the TC are set out in Annexure I .		
Whether the acquirer belongs to Promoter/ Promoter group	Yes, JPPL 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. JPPL 2. Other members of the promoter and promoter group of the TC	33,52,000 4,76,52,020 ⁽¹⁾	3.49% 49.65% ⁽¹⁾	3.49% 49.65% ⁽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)	5,10,04,020	53.15%	53.15%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/ sold	1,23,61,320 ⁽²⁾	12.88% ⁽²⁾	12.88% ⁽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 by the acquirer	-	-	-

For Jai Polypan Private Limited


Authorised Signatory

e) Total (a+b+c+d)	1,23,61,320⁽²⁾	12.88%⁽²⁾	12.88%⁽²⁾
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. Ezekiel Global Business Solutions LLP (indirect acquisition by JPPL)	1,23,61,320	12.88%	12.88%
2. JPPL	33,52,000	3.49%	3.49%
3. Other members of the promoter and promoter group	4,76,52,020 ⁽¹⁾	49.65% ⁽¹⁾	49.65% ⁽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)	633,65,340	66.03%	66.03%
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 set out in Regulation 10(1)(d)(iii) of the Takeover Regulations.		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	26 June, 2024 i.e., the Effective Date		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	INR 47,98,57,085 divided into 9,59,71,417 equity shares of INR 5 each.		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	INR 47,98,57,085 divided into 9,59,71,417 equity shares of INR 5 each.		
Total diluted share/voting capital of the TC after the said acquisition.	INR 47,98,57,085 divided into 9,59,71,417 equity shares of INR 5 each.		

Notes:

- (1) The details of the other members of the promoter and promoter group of the TC are set out in **Annexure I**.
- (2) Ezekiel Global Business Solutions LLP ("**Ezekiel**"), disclosed as a public shareholder of the TC, holds 1,23,61,320 equity shares of the TC representing 12.88% of the paid-up equity share capital of the TC. Jai Polypan Private Limited ("**JPPL**"), a company belonging to the promoter and promoter group of the TC directly holds 33,52,000 equity shares of the TC representing 3.49% of the paid-up equity share capital of the TC.

Pursuant to a scheme of amalgamation of Fix 'N' Move Technologies Private Limited ("**FNMTPL**") (the partner (majority contributor) of Ezekiel) with JPPL and their respective shareholders ("**Scheme**"), as sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad bench, *vide* its order dated 26 June, 2024, FNMTPL has amalgamated with JPPL and the majority contribution held by FNMTPL in Ezekiel has been vested in JPPL and JPPL has become the partner of Ezekiel in place of FNMTPL. Consequently, JPPL has indirectly acquired 12.88% of the voting

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rights on the shares held by Ezekiel in the TC and Ezekiel has become part of the promoter group of the TC.

The Scheme is effective from 26 June, 2024 ("**Effective Date**").

- (*) 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 **Jai Polypan Private Limited**

For **Jai Polypan Private Limited**


Authorised Signatory

Name: Venugopala Pillai

Designation: Authorised Signatory

Date: 28.06.2024

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	97,66,356	10.18	10.18
8.	Vishal Baid	16,81,360	1.75	1.75
9.	Himanshu Baid	79,07,624	8.24	8.24
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.	Polycure Martech Limited	10,000	0.01	0.01
16.	Zetta Matrix Consulting LLP	83,22,160	8.67	8.67
17.	VCB Trading LLP	35,41,144	3.69	3.69
18.	Madhu Kothari	1,51,200	0.16	0.16
19.	Vinay Kothari	56,000	0.06	0.06
Total		4,76,52,020	49.65	49.65

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