

The Listing Department
National Stock Exchange of India Ltd

Scrip Code : SHALBY

Through : <https://digitalexchange.nseindia.com>

Corporate Service Department

BSE Limited

Scrip Code: 540797

Through : <http://listing.bseindia.com>

Sub.: Allotment of Equity Shares and Preference Shares by Mars Medical Devices Limited, Wholly-owned Subsidiary to Shalby Limited – Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, we wish to inform you that Company's Wholly-Owned Subsidiary Mars Medical Devices Limited, ("MMDL") has vide its letter dated October 1, 2022, informed the Company that on September 30, 2022, MMDL has allotted 2,50,00,000 Equity Shares of the face value of ₹ 10/- each at a price of ₹ 10/- per share amounting to ₹ 25,00,00,000/- (Rupees Twenty Five Crore only) and 5,00,00,000 Non-Cumulative Non-convertible Redeemable Preference Shares of the face value of ₹ 10/- each at a price of ₹ 10/- per share amounting to ₹ 50,00,00,000/- (Rupees Fifty Crore only) aggregating to ₹ 75,00,00,000/- (Rupees Seventy Five Crore only) by converting loan pursuant to Loan Agreement.

Pursuant to aforesaid allotment, the Issued, Subscribed and Paid-up Share Capital of MMDL has increased to ₹ 100,00,00,000 (Rupees One Hundred Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10/- each amounting to ₹ 50,00,00,000/- (Rupees Fifty Crore only) and 5,00,00,000 (Five Crore) Preference Shares of ₹ 10/- each amounting to ₹ 50,00,00,000/- (Rupees Fifty Crore only).

Please find below the Shareholding of Shalby Limited in MMDL Pre-allotment and Post-allotment of the aforesaid allotment.

Particulars	Pre-Allotment		Post Allotment	
	No. of shares	Total Amount ₹	No. of Shares	Total Amount ₹
Issued, Subscribed and Paid up Capital				
- Equity Capital	2,50,00,000	25,00,00,000	5,00,00,000	50,00,00,000
- Preference Capital	Nil	Nil	5,00,00,000	50,00,00,000
Total Subscribed and Paid up Capital	2,50,00,000	25,00,00,000	10,00,00,000	100,00,00,000
% of Share Capital held by Shalby Limited	100%		100%	

SHALBY LIMITED

Regd. Office: Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 015, Gujarat, India.

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CIN: L85110GJ2004PLC044667

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The details as required under SEBI circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015, is provided in Annexure A.

Kindly take the above information on your record.

Thanking you.

Yours sincerely
For **Shalby Limited**

Tushar Shah
AVP & Company Secretary
Mem. No: FCS-7216

Encl.: Annexure - A

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Annexure - A

Sr.	Particulars	Details																														
1	Name of Target Entity Details in brief such as size, Turnover etc.;	Mars Medical Devices Limited Paid up Share Capital: 5,00,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 50,00,00,000/- and 5,00,00,000 Preference Shares of ₹ 10/- each amounting to ₹ 50,00,00,000/-, aggregating to ₹ 100,00,00,000/-																														
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”	<p>Mars Medical Devices Limited (Wholly-owned subsidiary of the Company)</p> <p>Current Shareholding of Shalby Limited in MMDL is now increased to 5,00,00,000 Equity Shares and 5,00,00,000 Preference Shares. There is no change in holding in percentage terms.</p> <p>Promoters & Group Companies are interested to the extent of their respective Shareholding as mentioned below:</p> <table border="1"> <thead> <tr> <th colspan="5">Shareholding (no. of shares)</th> </tr> <tr> <th>Name</th> <th>Pre-allotment</th> <th>%</th> <th>Post-allotment</th> <th>%</th> </tr> </thead> <tbody> <tr> <td colspan="5">Shalby Limited</td> </tr> <tr> <td>Equity</td> <td>2,50,00,000</td> <td>100%</td> <td>5,00,00,000</td> <td>100%</td> </tr> <tr> <td>Preference</td> <td>Nil</td> <td>Nil</td> <td>5,00,00,000</td> <td>100%</td> </tr> <tr> <td>Total</td> <td colspan="2">100%</td> <td colspan="2">100%</td> </tr> </tbody> </table> <p>The allotment by the subsidiary mentioned above will fall within related party transactions.</p> <p>The Promoters of the Company have interest in the above entity to the extent of their Directorship and Membership</p>	Shareholding (no. of shares)					Name	Pre-allotment	%	Post-allotment	%	Shalby Limited					Equity	2,50,00,000	100%	5,00,00,000	100%	Preference	Nil	Nil	5,00,00,000	100%	Total	100%		100%	
Shareholding (no. of shares)																																
Name	Pre-allotment	%	Post-allotment	%																												
Shalby Limited																																
Equity	2,50,00,000	100%	5,00,00,000	100%																												
Preference	Nil	Nil	5,00,00,000	100%																												
Total	100%		100%																													
3	Industry to which the entity being acquired belongs	Trading, marketing, importers and exporters of all kinds of medical implants including orthopedic and other implants, instruments, surgical equipment, medical devices																														
4	Objects and effects of acquisition (including but not limited to, disclosure of reason for acquisition of target entity, if its business is outside the main line of business of the listed entity)	R&D, manufacture, trading, importer, collaborator of all types of implants, medical devices, appliances and apparatus etc. and other related items																														

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Sr.	Particulars	Details
5	Brief details of any governmental or regulatory approval required for acquisition	Not applicable
6	Indicative time period for completion of the acquisition	Not applicable
7	Nature of Consideration- Whether cash Consideration? Or Share Swap and details of the same	Issuance of Equity and Preference Shares by MMDL to Shalby Limited pursuant to Conversion of Loan amount of ₹ 75 crores
8	Cost of Acquisition or the price at which the shares are acquired	₹ 75 crores by converting loan into Share Capital at face value of ₹ 10
	Percentage of Shareholding / control acquired and /or number of shares acquired	Number of Shares acquired : 2,50,00,000 Equity Shares of ₹ 10/- each and 5,00,00,000 Preference Shares of ₹ 10/- each. Current Shareholding of Shalby in MMDL : 5,00,00,000 Equity Shares and 5,00,00,000 Preference Shares Percentage of Shareholding before and after above acquisition : 100%
9	Brief background about the entity acquired in terms of products/line of business acquired, Date of incorporation, History of last 3 years turnover, Country in which the acquired entity has presence, Any other significant information (in brief)	Mars Medical Devices Limited has been incorporated on April 3, 2020 in India by Shalby Limited for the purpose of R&D, manufacture, trading, importer, collaborator of all types of implants, medical devices, appliances and apparatus etc. and other related items Turnover of Last 3 years FY 2020-21 : 0.10 Lakhs FY 2021-22 : 0.43 Lakhs

For the purpose of the above disclosure the term 'Acquisition' shall have the same meaning as defined in explanation of sub-para (1) of Para (A) of part (A) of Schedule III of listing regulations.

Yours sincerely
For **Shalby Limited**

Tushar Shah
AVP & Company Secretary
Mem. No: FCS-7216

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