

September 5, 2020

Shalby/SE/2020-21/53

The Listing Department
National Stock Exchange of India Ltd
Mumbai 400 051.

Scrip Code : SHALBY
Through : <https://www.connect2nse.com/LISTING/>

Corporate Service Department
BSE Limited
Mumbai 400 001.

Scrip Code: 540797
Through : <http://listing.bseindia.com>

Sub : Acquisition - disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the SEBI LODR")

Dear Sir / Madam,

With reference to captioned subject we would like to inform you that Board of Directors of the Company at its meeting held today i.e. on September 5, 2020, have approved the following:

1. Acquisition of 100% stake in Slaney Healthcare Private Limited ("Slaney") from Zodiac Mediquip Limited ("ZML") for total consideration of ₹ 11.21 million. Slaney forms part of promoter group in terms of SEBI (ICDR) Regulations, 2018. The disclosure as required under Regulation 30 of SEBI (LODR) Regulations, 2015 has been provided as an Annexure – A.
2. Granting of loan / investment upto ₹ 1.5 million to / in Shalby International Limited (SIL), a wholly owned subsidiary of the Company for the purpose of acquisition of 5% profit sharing in Griffin Mediquip LLP (Griffin). After this transaction, Shalby Limited held 100% profit sharing in Griffin directly and indirectly through its wholly-owned subsidiary, namely Shalby International Limited. The disclosure as required under Regulation 30 of SEBI (LODR) Regulations, 2015 has been provided as an Annexure – B.

You are requested to take the same on your record and disseminate to the members.

Thanking you,

Yours sincerely
For **Shalby Limited**



Jayesh Patel
Company Secretary & Compliance Officer
Mem. No: ACS14898



Encl.: as above

Shalby Limited

Regd. Off. : Opp. Karnavati Club, S G Road, Ahmedabad – 380015 (India)

Tel. No. : (079) 40203000 | Fax : (079) 40203109 | www.shalby.org | info@shalby.org

Regd. No. : 061000596 | CIN : L85110GJ2004PLC044667

Vapi - Indore - Jabalpur - Mohali - Naroda (Ahmedabad) Krishna Shalby (Ahmedabad) Surat - Jaipur **Upcoming Hospitals : Nashik - Mumbai**

Annexure – A

Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

Sr. No.	Particulars	Details
1	Name of Target Entity:	Slaney Healthcare Private Limited (“Slaney”)
	Details in brief such as size, Turnover etc.;	i. Authorized Capital ₹ 5,00,000/- (Rupees One lakh only) (divided into 50,000 equity shares of ₹ 10/- each) ii. Paid up capital ₹ 1,00,000/- (Rupees One lakh only) (divided into 10,000 equity shares of ₹ 10/- each) iii. Turnover: ₹ 115.45million in 2018-19
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?	Yes, Zodiac Mediquip Ltd. (ZML) hold 100% equity stake in Slaney. ZML forms part of Promoter and Slaney forms part of Promoter group.
	If yes, nature of interest and details thereof and whether the same is done at “arms length”	The proposed acquisition is at arms ¹ length basis based on independent valuation undertaken by the Company.
3	Industry to which the entity being acquired belongs	Slaney is engaged in the business of trading of pharmaceutical products, medical devices, surgical consumables, rehabilitation products, disposables etc.
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	Shalby group Company’s business consolidation
5	Brief details of any governmental or regulatory approval required for acquisition	No

Sr. No.	Particulars	Details
6	Indicative time period for completion of the acquisition	To be Completed on September 5, 2020
7	Nature of Consideration- Whether cash Consideration? Or Share Swap and details of the same	Cash
8	Cost of Acquisition or the price at which the shares are acquired	Shalby acquired 100% equity shares at the consideration of ₹ 11.21 million.
	Percentage of Shareholding / control acquired and / or number of shares acquired	100%
9	Brief background about the entity acquired in terms of products/line of business acquired	<p>Slaney Healthcare Pvt. Ltd. was incorporated in India on January 16, 2008 bearing CIN U33125GJ2008PTC052648 and presently engaged in trading of pharmaceutical and surgical products.</p> <p>Last 3 year's turnover is as under:</p> <p>FY 2019-20 – ₹ 121.63 million (Unaudited) FY 2018-19 – ₹ 115.45 million (audited) FY 2017-18 – ₹ 129.31 million (audited) FY 2016-17 – ₹ 106.21 million (audited)</p>
	Date of incorporation	
	History of last 3 years turnover	
	Country in which the acquired entity has presence	
	Any other significant information (in brief)	



Annexure – B

Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

Sr. No.	Particulars	Details
1	Name of Target Entity: Details in brief such as size, Turnover etc.;	Griffin Mediquip LLP (“Griffin”) Partners’ capital of ₹ 43.71 million and turnover was ₹ 445.06 million as per audited financial for FY 2019-20.
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”	Yes, Shalby Ltd held 95% profit sharing in Griffin. After acquisition of 5% profit sharing by Shalby International Ltd, wholly owned subsidiary of the Company, Shalby will hold 100% profit sharing directly and indirectly through its wholly owned subsidiary Company. The proposed acquisition is at arms' length basis based on independent valuation undertaken by the Company.
3	Industry to which the entity being acquired belongs	Griffin is engaged in the business of trading of pharmaceutical products, medical equipment and devices, surgical disposables, medical consumables and all type of medical apparatuses, instrument and appliances etc.
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	Shalby group Company’s business consolidation
5	Brief details of any governmental or regulatory approval required for acquisition	No
6	Indicative time period for completion of the acquisition	To be completed on September 5, 2020

Sr. No.	Particulars	Details
7	Nature of Consideration- Whether cash Consideration? Or Share Swap and details of the same	Cash
8	Cost of Acquisition or the price at which the shares are acquired	Shalby acquired 5% profit sharing through SIL at the consideration of ₹ 1.04 million.
	Percentage of Shareholding / control acquired and / or number of shares acquired	Shalby Ltd will hold 100% profit sharing in Griffin after completion of acquisition of 5% profit sharing.
9	Brief background about the entity acquired in terms of products/line of business acquired	Griffin Mediquip LLP was incorporated in India on July 23, 2012 bearing LLP identification No: AAB-0326 and presently engaged in trading of pharmaceutical and surgical products as mentioned herein above.
	Date of incorporation	
	History of last 3 years turnover	
	Country in which the acquired entity has presence	
	Any other significant information (in brief)	
		Last 3 year's turnover is as under: FY 2019-20 – ₹ 445.06 million (audited) FY 2018-19 – ₹ 323.32 million (audited) FY 2017-18 – ₹ 355.88 million (audited)



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