

January 31, 2019

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Maharashtra, India
Scrip Code: 531335

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Maharashtra, India
Symbol: ZYDUSWELL

Re.: **Disclosure under Regulation 29(2) of the SEBI (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

With reference to the captioned subject, we have received disclosures from Cadila Healthcare Limited and Threpsi Care LLP under Regulation 29(2) of the SEBI SAST Regulations, 2011 with regard to allotment of equity shares by the Company on preferential issue basis. As required under the said regulation, the Company also hereby intimates to the stock exchanges regarding the same.

Please take the same on record and disseminate the same to your members.

Yours faithfully

For, **ZYDUS WELLNESS LIMITED**



DHAVAL N. SONI
COMPANY SECRETARY



Encl.: As above

Threpsi Care LLP

January 30, 2019

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Maharashtra, India
Scrip Code: 532 321

The Manager, Listing Department
**National Stock Exchange of India
Limited**
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Maharashtra, India
Symbol: CADILAHC

Dear Sirs,

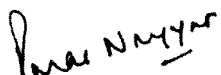
Re: Disclosure under Regulation 29(2) of the SEBI (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to the captioned subject, please find enclosed the necessary disclosure, in the prescribed format, with regard to acquisition of equity shares of Zydus Wellness Limited by way of through preferential allotment, by Threpsi Care LLP.

Please take the same on record and disseminate the same to your members.

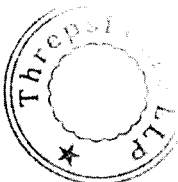
Yours sincerely,

For Threpsi Care LLP




Authorized Signatory

Encl.: As above



TRUE COPY
For, ZYDUS WELLNESS LTD.


Company Secretary

Threpsi Care LLP

Regd Office: Suite F9C, Grand Hyatt Plaza, Santacruz (E), Mumbai - 400 055, India T: +91 22 6695 4821 F: +91 22 66954777
CIN: AAN-8432

Threpsi Care LLP

Format for disclosure under Regulation 29(2) of the SEBI (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Zydus Wellness Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Threpsi Care LLP		
Whether the acquirer belongs to Promoter / Promoter Group	No.		
Name(s) of the Stock Exchange(s) where the shares of the TC are listed	The equity shares of TC are listed on BSE Limited and The National Stock Exchange of India Limited.		
Details of 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:			
Shares carrying voting rights	0	0	0
Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	N.A.	N.A.	N.A.
Voting rights (VR) otherwise than by shares Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
Total (a+b+c+d)	N.A.	N.A.	N.A.
	0	0	0

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Threpsi Care LLP

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CIN: AAN-8432

Threpsi Care LLP

Details of acquisition / sale			
Shares carrying voting rights acquired / sold	7220216	12.52	12.52
VRs acquired / sold otherwise than by shares	None	N.A.	N.A.
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	None	N.A.	N.A.
Shares encumbered / invoked / replaced by the acquirer	None	N.A.	N.A.
Total (a+b+c+d)	7220216	12.52%	12.52%
After the acquisition / sale, holding of:			
Shares carrying voting rights	7220216	12.52	12.52
Shares encumbered with the acquirer	None	N.A.	N.A.
VRs otherwise than by shares	None	N.A.	N.A.
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	None	N.A.	N.A.
Total (a+b+c+d)	7220216	12.52%	12.52%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.	Preferential Allotment		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 29, 2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 39,07,20,890/- divided into 3,90,72,089 Equity Shares of Rs. 10/- each fully paid-up.		
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #		
Total diluted share / voting capital of the TC after the said acquisition	Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #		

Threpsi Care LLP

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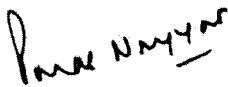
Anne Nanyar



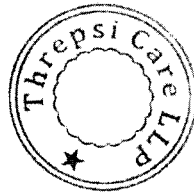
Threpsi Care LLP

- (*) Total share capital / voting capital to be taken as per the latest filing done by the TC to the Stock Exchanges 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.
- (#) Apart from Threpsi Care LLP, the TC has also issued and allotted 1,01,08,301 equity shares to other three entities through preferential allotment of shares. After taking into account issue and allotment of equity shares to all four entities (including Threpsi Care LLP), the total paid-up capital of TC, post allotment of shares is Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each, fully paid-up.
- (\$) The shareholding percentage of Threpsi Care LLP in the TC amounting to 12.52% is calculated taking into account the post-issue equity share capital of the TC.

For Threpsi Care LLP



Authorized Signatory



Place: Mumbai

Date: January 30, 2019

Threpsi Care LLP

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CIN: AAN-8432

January 31, 2019

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Maharashtra, India
Scrip Code: 532 321

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Maharashtra, India
Symbol: CADILAHC

Re.: **Disclosure under Regulation 29(2) of the SEBI (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

With reference to the captioned subject, please find enclosed the necessary disclosure, in the prescribed format, with regard to acquiring equity shares of Zydus Wellness Limited through preferential allotment of shares.

Please take the same on record and disseminate the same to your members.

Yours faithfully

For, CADILA HEALTHCARE LIMITED



UPEN H. SHAH
COMPANY SECRETARY



Encl.: As above

Copy to: The Company Secretary
Zydus Wellness Limited
House No. 6 & 7, Sigma Commerce Zone,
Near Iscon Temple, Sarkhej–Gandhinagar Highway,
Ahmedabad–380015.

TRUE COPY
For, ZYDUS WELLNESS LTD.


Company Secretary

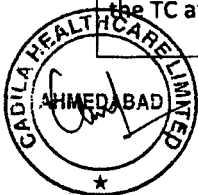
Format for disclosure under Regulation 29(2) of the SEBI (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Zydus Wellness Limited																					
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Cadila Healthcare Limited																					
Whether the acquirer belongs to Promoter / Promoter Group	Yes. Cadila Healthcare Limited is the promoter of Zydus Wellness Limited.																					
Name(s) of the Stock Exchange(s) where the shares of the TC are listed	The shares of TC are listed on BSE Limited and The National Stock Exchange of India Limited.																					
Details of 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 (**)																			
	<p>Before the acquisition under consideration, holding of:</p> <table border="1"> <tr> <td>a. Shares carrying voting rights</td> <td>28163755</td> <td>72.08</td> <td>72.08</td> </tr> <tr> <td>b. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)</td> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>c. Voting rights (VR) otherwise than by shares</td> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>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)</td> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>e. Total (a+b+c+d)</td> <td>28163755</td> <td>72.08</td> <td>72.08</td> </tr> </table>			a. Shares carrying voting rights	28163755	72.08	72.08	b. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	None	N.A.	N.A.	c. Voting rights (VR) otherwise than by shares	None	N.A.	N.A.	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)	None	N.A.	N.A.	e. Total (a+b+c+d)	28163755	72.08
a. Shares carrying voting rights	28163755	72.08	72.08																			
b. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	None	N.A.	N.A.																			
c. Voting rights (VR) otherwise than by shares	None	N.A.	N.A.																			
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)	None	N.A.	N.A.																			
e. Total (a+b+c+d)	28163755	72.08	72.08																			



Regd. Office : 'Zydus Tower', Satellite Cross Roads, Ahmedabad 380 015, India.
Phone : +91-79-2686 8100 (20 lines) www.zyduscadila.com CIN : L24230GJ1995PLC025878

Details of acquisition / sale			
a. Shares carrying voting rights acquired / sale	8483754	14.71 [^]	14.71
b. VRs acquired / sale otherwise than by shares	None	N.A.	N.A.
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 / sale	None	N.A.	N.A.
d. Shares encumbered / invoked / replaced by the acquirer	None	N.A.	N.A.
e. Total (a+b+c+d)	8483754	14.71	14.71
After the acquisition / sale, holding of:			
a. Shares carrying voting rights	36647509	63.55	63.55
b. Shares encumbered with the acquirer	None	N.A.	N.A.
c. VRs otherwise than by shares	None	N.A.	N.A.
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	None	N.A.	N.A.
e. Total (a+b+c+d)	36647509	63.55 \$	63.55
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.	Preferential Allotment		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 29, 2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 39,07,20,890/- divided into 3,90,72,089 Equity Shares of Rs. 10/- each fully paid-up.		
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #		




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Phone : +91-79-2686 8100 (20 lines) www.zyduscadila.com CIN : L24230GJ1995PLC025878

Total diluted share / voting capital of the TC after the said acquisition	Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #
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- (*) 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.
- (#) Apart from the Company, TC has also issued and allotted 98,11,301 equity shares to other three entities through preferential allotment of shares. After taking into account issue and allotment of equity shares to all four entities (including the Company), the total paid-up capital of TC, post allotment of shares is Rs. Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up.
- (^) 14.71% is calculated taking into account the post-issue equity share capital of the TC.
- (\$) 63.55% is calculated taking into account the post-issue equity share capital of the TC.

For, CADILA HEALTHCARE LIMITED



UPEN H. SHAH
COMPANY SECRETARY



Place: Ahmedabad

Date: January 31, 2019