

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,

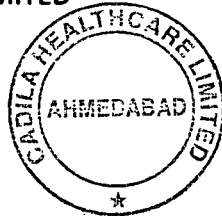
With reference to the captioned subject, please find enclosed the necessary disclosure, in the prescribed format, with regard to acquiring equity shares of Zydus Wellness Limited through preferential allotment of shares.

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

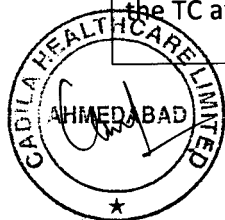
Copy to: The Company Secretary
Zydus Wellness Limited
House No. 6 & 7, Sigma Commerce Zone,
Near Iscon Temple, Sarkhej–Gandhinagar Highway,
Ahmedabad–380015.

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 (**)
Before the acquisition under consideration, holding of:			
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



<p>Details of acquisition / sale</p> <p>a. Shares carrying voting rights acquired / sale</p> <p>b. VRs acquired / sale otherwise than by shares</p> <p>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</p> <p>d. Shares encumbered / invoked / replaced by the acquirer</p> <p>e. Total (a+b+c+d)</p>	<table border="1"> <tr> <td>8483754</td> <td>14.71[^]</td> <td>14.71</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>8483754</td> <td>14.71</td> <td>14.71</td> </tr> </table>	8483754	14.71 [^]	14.71	None	N.A.	N.A.	None	N.A.	N.A.	None	N.A.	N.A.	8483754	14.71	14.71
8483754	14.71 [^]	14.71														
None	N.A.	N.A.														
None	N.A.	N.A.														
None	N.A.	N.A.														
8483754	14.71	14.71														
<p>After the acquisition / sale, holding of:</p> <p>a. Shares carrying voting rights</p> <p>b. Shares encumbered with the acquirer</p> <p>c. VRs otherwise than by shares</p> <p>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</p> <p>e. Total (a+b+c+d)</p>	<table border="1"> <tr> <td>36647509</td> <td>63.55</td> <td>63.55</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>None</td> <td>N.A.</td> <td>N.A.</td> </tr> <tr> <td>36647509</td> <td>63.55 \$</td> <td>63.55</td> </tr> </table>	36647509	63.55	63.55	None	N.A.	N.A.	None	N.A.	N.A.	None	N.A.	N.A.	36647509	63.55 \$	63.55
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36647509	63.55 \$	63.55														
<p>Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>	<p>Preferential Allotment</p>															
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>January 29, 2019</p>															
<p>Equity share capital / total voting capital of the TC before the said acquisition / sale</p>	<p>Rs. 39,07,20,890/- divided into 3,90,72,089 Equity Shares of Rs. 10/- each fully paid-up.</p>															
<p>Equity share capital / total voting capital of the TC after the said acquisition / sale</p>	<p>Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #</p>															



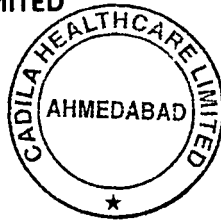
Total diluted share / voting capital of the TC after the said acquisition	Rs. 57,66,41,440/- divided into 5,76,64,144 Equity Shares of Rs. 10/- each fully paid-up. #
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- (*) Total share capital / voting capital to be taken as per the latest filing done 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