

23 June 2023

Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Dear Sir,

Sub: Outcome of the meeting of Board of Directors held on 23 June 2023

Ref.: Scrip Code: BSE: 530549 & NSE: SHILPAMED

The Board of Directors of the Company (“**Board**”) at its meeting held on 23 June 2023, considered and approved the following business items:

- Increase of Authorized Share Capital:** To Increase the Authorized Share Capital of the Company from Rupees 9,50,00,000 (Nine Crores Fifty Lakhs) divided in to 9,50,00,000 (Nine Crores Fifty Lakhs) Equity Shares of Re.1/- each to Rupees 11,00,00,000 (Eleven Crores) divided in to 11,00,00,000 (Eleven Crores) Equity Shares of Re.1/- each and amendment of Clause V of the Memorandum of Association accordingly subject to approval of members of the Company by way of postal ballot.
- Rights issue:** Issuance of Equity Shares with an offer size up to Rs. 325 Crores (Rupees Three hundred and twenty-five crores only) on Rights Basis to the existing shareholders of the Company as on the record date (to be notified in due course of time).

Further the Board has constituted and authorized ‘Rights Issue Committee’ to decide detailed terms and conditions of the Issue, including but not limiting to deciding the terms and conditions of the Issue including the rights entitlement ratio, issue price, payment modalities/schedule thereof, record date, timings, other terms and conditions and all other related matters including appointment of intermediaries, filing requisite regulatory documents etc.

Shilpa Medicare Limited

Corporate & Admin Office:

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Raichur – 584 135, Karnataka, India
Tel: +91-8532-238704, Fax: +91-8532-238876
Email: info@vbshilpa.com, Web: www.vbshilpa.com
CIN: L85110KA1987PLC008739

3. Approval of Scheme of Amalgamation with Shilpa Therapeutics Private Limited (A Wholly Owned Subsidiary Company).

Amalgamation of Shilpa Therapeutics Private Limited (A Wholly owned Subsidiary) with the Company. Detailed disclosure as required under Regulation 30 of SEBI (LODR) Regulations, 2015 is enclosed herewith (Please refer Annexure – 1)

This intimation is issued in terms of Regulation 29 (1) (d) of the Securities and Exchange board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

The meeting of the Board of Directors commenced at 11:37 (IST) and concluded at 13.15 (IST). This is for your information and record.

We request you to kindly take on record.

Yours faithfully,

For Shilpa Medicare Limited

Ritu Tiwary
Company Secretary & Compliance Officer

ANNEXURE 1

Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc..	Name of the Target Entity: SHILPA THERAPEUTICS PRIVATE LIMITED (STPL) Turnover of the Company for the Financial Year 2022-23: Rs. 4,22,88,724/-
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	The Transferor Company is a wholly-owned subsidiary of the Transferee Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the Proposed Scheme of Amalgamation.
Area of business of the entity(ies)	Pharmaceutical Industry
Rationale for amalgamation/ merger;	Shilpa Therapeutics Private Limited(STPL), is a wholly owned subsidiary of the Company which is in to the business of manufacturing of Orally dispersible films (ODF)., It is to be noted that the Company has setup a manufacturing unit at Dabaspeta, Bangalore which is into manufacture of ODF and transdermal patches. With a view to consolidate the synergies of operations and the cost, it is proposed to merge STPL with the Company by way of a scheme of amalgamation. It is opined that the said activity shall enhance the growth of the business and attain objects in a more efficient and cost effective manner.
In case of cash consideration amount or otherwise share exchange ratio;	Not applicable since the transferor company is a wholly owned subsidiary of the transferee Company
Brief details of change in shareholding pattern (if any) of listed entity.	No change in the shareholding pattern of listed entity