



21st May, 2021

To, Department of Corporate Services Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	To, The Manager, Listing Department, National Stock Exchange of India Ltd. “Exchange Plaza”, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.
Ref.: Scrip Code No. : 540701	Ref. : (i) Symbol – DCAL (ii) Series – EQ

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 ('SEBI Circular') issued by SEBI in this regard, please note that the Board of Directors of the Company at its meeting held on May 21, 2021, upon the recommendation of Audit Committee, has *inter alia* approved the transfer of Identified Disinfectant Undertaking, on a going concern basis, to its wholly owned subsidiary viz. Invisible Biotech Ltd.

Further, as a part of group restructuring exercise in order to streamline the group structure and to consolidate the subsidiaries, a scheme of arrangement for amalgamation of Invisible Biotech Ltd and Dishman IT Xellence Pvt. Ltd, Dishman Engineering Xellence Pvt Ltd and Visible Investment Pvt Ltd has been proposed in accordance with the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme'). Invisible Biotech Ltd, Dishman IT Xellence Pvt. Ltd and Dishman Engineering Xellence Pvt Ltd are wholly owned subsidiaries of the Company. Visible Investment Pvt Ltd is a wholly owned subsidiary of Invisible Biotech Ltd. The Scheme has been approved by the Board of Directors of Invisible Biotech Ltd, Dishman IT Xellence Pvt. Ltd, Dishman Engineering Xellence Pvt Ltd and

Dishman Carbogen Amcis Limited

Regd. Off.: DISHMAN CORPORATE HOUSE
Iscon-Bopal Road, Ambli, Ahmedabad-380 058, Gujarat, India.
Phone : +91 (0) 2717 420102 / 2717 420124

E-mail : dcac@dishmangroup.com
Website : www.dishmangroup.com

Government Recognised Export House
CIN No. : L74900GJ2007PLC051338





Visible Investment Pvt Ltd and shall be subject to the approval of National Company Law Tribunal, Ahmedabad bench.


We are enclosing the details (as 'Annexure A') in relation to transfer of Identified Disinfectant Undertaking to Invisible Biotech Ltd as required to be disclosed under Regulation 30 of the LODR Regulations in accordance with clause 1.4 of Para A of Annexure I of the SEBI Circular.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Dishman Carbogen Amcis Limited


Shrima Dave
Company Secretary



Encl.: As above

Dishman Carbogen Amcis Limited

Regd. Off.: DISHMAN CORPORATE HOUSE
Iscon-Bopal Road, Ambli, Ahmedabad-380 058, Gujarat, India.
Phone : +91 (0) 2717 420102 / 2717 420124

E-mail : dcal@dishmangroup.com
Website : www.dishmangroup.com

Government Recognised Export House
CIN No. : L74900GJ2007PLC051338



Annexure A

[Details under Regulation 30 of the LODR Regulations read with clause 1.4 of Para A of Annexure I of the SEBI Circular]

Sr. No.	Particulars	Details
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The turnover of Identified Disinfectant Undertaking for the year ended on 31 March 2021 was INR 7.43 crores representing 3.57% of the turnover of the Company on a standalone basis. The book net-worth of Identified Disinfectant Undertaking for the year ended on 31 March 2021 was INR 34.85 crores representing 0.75% of the net-worth of the Company on a standalone basis.
b)	Date on which the agreement for sale has been entered into	The Board of Directors of the Company has approved the Business Transfer Agreement in its Board meeting held on May 21, 2021.
c)	The expected date of completion of sale/disposal	The Agreement will be effective from July 1, 2021.
d)	Consideration received from such sale/disposal;	The Company will transfer the undertaking to its wholly owned subsidiary, viz. Invisible Biotech Limited ('Invisible Biotech') at tax net-worth. As consideration for acquisition of undertaking, Invisible Biotech will issue equity shares of face value of Rs.10 each at premium to be determined based on the tax net-worth of the undertaking as on the effective date of transfer of undertaking.
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Invisible Biotech (Buyer) is a wholly owned subsidiary of the Company and doesn't belong to the promoter/ promoter group.





f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Invisible Biotech is the wholly owned subsidiary of the Company. Since the transaction will be undertaken between the Company and its wholly owned subsidiary, there will not be any impact on the Company on a consolidated basis.
g)	Additionally, in case of a slump sale, amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	indicative disclosures provided for
	- name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	The Scheme does not involve merger or amalgamation. It involves transfer of Identified Disinfectant Undertaking from the Company to Invisible Biotech as a going concern, on a slump sale basis. Details in this respect are set out above.
	- whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Invisible Biotech is a wholly owned subsidiary of the Company. Since the transaction will be undertaken between the Company and its wholly owned subsidiary, there will not be any impact on the Company on a consolidated basis.
	- area of business of the entity(ies)	<p>Dishman Carbogen is primarily engaged in the business of Contract Research and Manufacturing and supply of marketable molecules such as specialty chemicals, vitamins & chemicals and disinfectants.</p> <p>Invisible Biotech has been incorporated with an object to, inter alia, carry on business of Manufacturing, Marketing, Import, Export and dealing in Bulk Drugs, Intermediates, disinfectants and other Chemicals and pharmaceutical products.</p>
	- rationale for amalgamation/ merger	<p>The following are the key strategic and commercial benefits envisaged with respect to the proposed transfer of Identified Disinfectant Undertaking:</p> <ul style="list-style-type: none"> - To explore strategic choices for Identified Disinfectant Undertaking such as technical and/or marketing alliances including joint ventures and to attract different set of investors, strategic partners and other





		<p>stakeholders through unlocking value;</p> <ul style="list-style-type: none">- To enhance the productivity of resources employed in Identified Disinfectant Undertaking; and- To improve operational efficiency and flexibility by facilitating faster decision making due to independence of operations and management.
	<ul style="list-style-type: none">- in case of cash consideration – amount or otherwise share exchange ratio	<p>The Company will transfer the undertaking to its wholly owned subsidiary, viz. Invisible Biotech at tax net-worth. As consideration for acquisition of undertaking, Invisible Biotech will issue equity shares of face value of INR 10 each at to be determined based on the tax net-worth of the undertaking as on the effective date of transfer of undertaking.</p>
	<ul style="list-style-type: none">- brief details of change in shareholding pattern (if any) of listed entity	<p>There is no change in the shareholding pattern of the Company.</p>

