

December 2, 2019

Listing Department
BOMBAY STOCK EXCHANGE LIMITED
P J Towers, Dalal Street, Fort,
Mumbai-400 001

Code: 532 321

Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Code: CADILAHC

Re.: **Intimation under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")**

Dear Sir,

Further to our earlier communication dated November 13, 2019, *inter alia*, intimating about amalgamation of Zydus Technologies Limited with the Company, we would like to inform that the Board of Directors at their meeting held today, have now approved the draft Scheme of Amalgamation for amalgamation of Zydus Technologies Limited ("ZTL"), Alidac Pharmaceuticals Limited ("APL"), Liva Pharmaceuticals Limited ("LPL") and Dialforhealth India Limited ("DHIL") with Cadila Healthcare Limited ("CHL").

ZTL, APL, LPL and DHIL are the wholly owned subsidiaries of the Company.

The amalgamation is subject to the necessary approvals / sanctions, from the National Company Law Tribunal, Bench at Ahmedabad or such other competent authority and shareholders and creditors of CHL, ZTL, APL, LPL and DHIL, if applicable.

The details as required under regulation 30 of the SEBI Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 in the prescribed format with regard to draft scheme of amalgamation are enclosed with this letter.

Thanking you,

Yours faithfully,
For, **CADILA HEALTHCARE LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY



Encl.: As above

Sr. No.	Details of events that need to be provided	Information of such event																				
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<ul style="list-style-type: none"> The Scheme of Amalgamation is for amalgamation of Zydus Technologies Limited ("ZTL"), Alidac Pharmaceuticals Limited ("APL"), Liva Pharmaceuticals Limited ("LPL") and Dialforhealth India Limited ("DHIL") with Cadila Healthcare Limited ("CHL"). ZTL, APL, LPL and DHIL are the wholly owned subsidiary companies of CHL. Equity Shares of CHL are listed on The BSE Limited and The National Stock Exchange of India Limited. <p>Net worth as on September 30, 2019 is as under:</p> <p style="text-align: right;">Rs. in crores</p> <table border="1" data-bbox="770 969 1337 1048"> <thead> <tr> <th>CHL</th> <th>ZTL</th> <th>APL</th> <th>LPL</th> <th>DHIL</th> </tr> </thead> <tbody> <tr> <td>9,301</td> <td>-40.72</td> <td>90.97</td> <td>263.42</td> <td>14.79</td> </tr> </tbody> </table> <p>Turnover for a period of six months ended on September 30, 2019 is as under:</p> <p style="text-align: right;">Rs. in crores</p> <table border="1" data-bbox="770 1193 1337 1272"> <thead> <tr> <th>CHL</th> <th>ZTL</th> <th>APL</th> <th>LPL</th> <th>DHIL</th> </tr> </thead> <tbody> <tr> <td>3026.5</td> <td>9.9</td> <td>52.0</td> <td>3.3</td> <td>0.7</td> </tr> </tbody> </table>	CHL	ZTL	APL	LPL	DHIL	9,301	-40.72	90.97	263.42	14.79	CHL	ZTL	APL	LPL	DHIL	3026.5	9.9	52.0	3.3	0.7
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2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Amalgamation of ZTL, APL, LPL and DHIL with CHL will be a related party transaction. However, as per MCA Circular No. 30/2014 dated July 30, 2014, transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of Companies Act, 1956/2013 will not attract the requirements of section 188 of the Companies Act, 2013.</p> <p>Also, as per regulation 23(5)(b) of the SEBI Listing Regulations, related party transaction provisions are not applicable if the transaction is between holding company and its wholly owned subsidiary.</p>																				



Sr. No.	Details of events that need to be provided	Information of such event
3.	Area of business of the entity(ies)	<ul style="list-style-type: none"> • CHL, ZTL, APL and LPL and are engaged in manufacturing and marketing of pharmaceutical products. • Principal business of DHIL is to run retail pharmacy stores. However, at present the company does not operate any retail pharmacy stores.
4.	Rationale for amalgamation/merger	Consolidation of pharmaceutical business and simplification of corporate structure to avoid duplication of effort and to reduce the overheads and costs of managing separate entities.
5.	In case of cash consideration – amount or otherwise share exchange ratio	There is no cash consideration. Equity Shares and Preference Shares of ZTL, APL, LPL and DHIL held by CHL will stand cancelled upon the scheme of amalgamation coming into effect.
6.	Brief details of change in shareholding pattern (if any) of listed entity	None

For, CADILA HEALTHCARE LIMITED



DHAVAL N. SONI
COMPANY SECRETARY

