

October 24, 2018

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

Code: **531 335**

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

Code: **ZYDUSWELL**

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

Dear Sir,

We would like to inform that the Company (jointly with Cadila Healthcare Limited) proposes to acquire 100% of equity share capital of Heinz India Private Limited.

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 are annexed at **Annexure A** to this letter.

Thanking you,

Yours faithfully,
For, **ZYDUS WELLNESS LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above

Annexure-“A”

Sr. No.	Details of events that need to be provided	Information of such event
1.	Name of the target entity, details in brief as size, turnover etc.	<p>The name of target entity is Heinz India Private Limited (HIPL).</p> <p>The shareholders of HIPL propose to carve out business related to brands of ketchup, tomato sauce, mayonnaise etc. before closing of the transaction.</p> <p>The entity to be acquired will include business of Glucon-D, Complian, Nycil and Sampriti.</p> <p>Turnover of these four brands for 12 months period ending June 30, 2018 was approx. INR 1,150 Crores.</p> <p>The earnings before depreciation, interest and tax (EBITDA) for the same period was approx. INR 225 Crores.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	This transaction does not fall within related party transactions. None of the promoters or group companies of Zydus Wellness Ltd. have any interest in the entity being acquired.
3.	Industry to which the entity being acquired belongs	HIPL is engaged in the business segments of food and personal care products within the FMCG industry.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Objective of this acquisition is to expand the consumer wellness business.
5.	Brief details of any governmental or regulatory approvals required for the Acquisition	Competition Commission of India and other regulatory approvals, as applicable.
6.	Indicative time period for completion of the acquisition	The acquisition is expected to be completed by early CY 2019



Sr. No.	Details of events that need to be provided	Information of such event
7.	Nature of consideration - whether cash consideration or share swap and details of the same	The consideration will be in cash which will be funded through a combination of debt and equity
8.	Cost of acquisition or the price at which the shares are acquired	The cost of acquisition is INR 4,595 Crores (Subject to customary working capital and other adjustments – assuming target net working capital of INR 40 Crores and minimum cash balance of INR 15 Crores)
9.	Percentage of shareholding / control acquired and/or number of shares acquired	The company proposes to acquire 100% of equity share capital of HIPL. The company has signed the share purchase agreement jointly with Cadila Healthcare Limited.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<ol style="list-style-type: none"> 1. The entity's Business will include the following brands <ol style="list-style-type: none"> a. Glucon-D, Nycil and Sampriti Ghee (Global rights) b. Complian (rights for India, Bangladesh, Nepal and those countries where seller has IP rights) 2. Date of Incorporation (HIPL): June 14, 1994 3. Last three years turnover: <ol style="list-style-type: none"> a. FY 18 – INR 1,185 Crores (including sales of business to be carved out of INR 55 Crores) b. FY 17 – INR 1,279 Crores (including sales of business to be carved out of INR 42 Crores) c. FY 16 – INR 1,256 Crores (including sales of business to be carved out of INR 19 Crores) 4. Countries present – HIPL has primary presence in India, with small exports.

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI
COMPANY SECRETARY