

December 6, 2018

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

Dear Madam/Sir,

Sub: Intimation regarding the signing of share subscription agreement pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with SEBI Circular dated September 9, 2015

This is to inform that Cadila Healthcare Limited (the "Company") has entered into a share subscription agreement ("SSA") with Zydus Wellness Limited (ZWL), a subsidiary Company, to subscribe to 85,02,170 equity shares at an issue price of Rs. 1,382/- (face value per equity share of Rs. 10/- each and premium of Rs. 1,372/-) amounting to Rs. 11,74,99,98,940/- in accordance with the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and such other acts / rules / regulations as may be applicable (each as amended), subject to approval of the members of ZWL.

The prescribed details of the SSA in accordance with the SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated September 9, 2015 is appended at **Annexure A** hereto.

Please take the same on record and disseminate the same to your members.

Yours faithfully

For **CADILA HEALTHCARE LIMITED**



UPEN H. SHAH
COMPANY SECRETARY

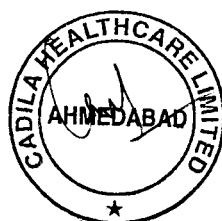


Encl.: As above

ANNEXURE A

Details of SSA entered into by the Company:

Sr. No.	Particulars	Information								
1.	Name(s) of parties with whom the agreement is entered	The Company has entered into SSA with Zydus Wellness Limited.								
2.	Purpose of entering into agreement	The purpose of entering into the SSA is to subscribe to the equity shares of Zydus Wellness Limited (ZWL), a subsidiary of the Company, proposed to be issued on a preferential basis by ZWL (subject to customary conditions precedent, including the approval of the members, 'in-principle' approval from the stock exchanges' regarding listing of the equity shares (to be subscribed), Competition Commission of India and other regulatory approvals, as may be applicable). This is for funding the acquisition of the entire shareholding of Heinz India Private Limited ("Target"), pursuant to the share purchase agreement dated 24 October 2018 executed jointly by the Company, ZWL and Target.								
3.	Shareholding, if any, in the entity with whom the agreement is executed	The Company is the holding Company and is holding 2,81,63,755 equity shares representing 72.08% of the total paid-up share capital of ZWL.								
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.	<p>SSA with Zydus Wellness Limited contains standard representations and warranties with indemnities.</p> <table><tr><th>No. of shares held (pre-issue)</th><th>% of shares held (pre-issue)</th><th>No. of shares after allotment</th><th>% of shares (post issue)</th></tr><tr><td>2,81,63,755</td><td>72.08%</td><td>3,66,65,925</td><td>63.54% *</td></tr></table> <p>* The decrease in the shareholding is because of proposed issue and allotment of equity shares to other parties on preferential basis.</p>	No. of shares held (pre-issue)	% of shares held (pre-issue)	No. of shares after allotment	% of shares (post issue)	2,81,63,755	72.08%	3,66,65,925	63.54% *
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2,81,63,755	72.08%	3,66,65,925	63.54% *							



Sr. No.	Particulars	Information
5.	Whether the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	The following are the details of the relationship of ZWL vis a vis the Company: ZWL is a subsidiary of the Company. The Company is one of the promoters of ZWL.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	ZWL is a related party of the Company and the transaction with it shall fall under related party transactions. The transaction with ZWL shall be conducted at an arm's length.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	<ul style="list-style-type: none"> No. of Equity Shares proposed to be issued: 85,02,170 Floor price based on the pricing formula prescribed under Chapter V of SEBI ICDR Regulations is Rs. 1,381.98. Issue Price: Rs. 1,382/- (face value per share of Rs. 10/- each and premium of Rs. 1,372/-) Amount of subscription: Rs. 11,74,99,98,940/-. <p>The issue price is in accordance with the requirements of the SEBI ICDR Regulations.</p>

