



Annexure - A

19th May, 2017

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. : (i) Symbol – DISHMAN (ii) Series – EQ	To, Department of Corporate Services Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Ref. : Scrip Code No. : 532526
--	---

SUB.: REGULATION 42: INTIMATION OF RECORD DATE FOR THE PURPOSE OF ALLOTMENT OF EQUITY SHARES UNDER SCHEME OF ARRANGEMENT & AMALGAMATION

REF.: i) SCHEME OF ARRANGEMENT AND AMALGAMATION AMONGST DISHMAN PHARMACEUTICALS AND CHEMICALS LTD. ("DPCL"), CARBOGEN AMCIS (INDIA) LIMITED ("CAIL") AND DISHMAN CARE LIMITED ("DCL") APPROVED BY THE HON'BLE HIGH COURT, GUJARAT

ii) OUR LETTER REGARDING REGULATION 29: INTIMATION OF MANAGEMENT COMMITTEE MEETING OF BOARD OF DIRECTORS DATED 16TH May, 2017

Dear Sir(s),

With reference to the above, please note that pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Committee of Board of Directors of amalgamated entity i.e. DISHMAN CARBOGEN AMCIS LIMITED ("DCAL") [formerly known as Carbogen Amcis (India) Ltd.], in its meeting held today, has fixed **31st May, 2017 as the Record Date** for the purpose of deciding the members who shall be eligible for allotment of equity shares of the amalgamated entity, Dishman Carbogen Amcis Limited to the shareholders of erstwhile Dishman Pharmaceuticals and Chemicals Limited ("DPCL") in the ratio of 1:1 i.e. Share Exchange Ratio [1 (One) fully paid-up Equity Share of Rs.2/- (Rupees Two only) each of DCAL, for every 1 (One) fully paid-up Equity Share of Rs.2/- (Rupees Two only) each held by such shareholder in DPCL], fixed under the Scheme of Arrangement and Amalgamation approved by the Hon'ble High Court of Gujarat.

Note: As informed to the Stock Exchanges earlier, Scheme of Arrangement and Amalgamation amongst **Dishman Pharmaceuticals and Chemicals Ltd. ("DPCL"), Carbogen Amcis (India) Limited ("CAIL")** and **Dishman Care Limited ("DCL")** has become effective from the date of filing of certified copy of the order of Hon'ble High Court of Gujarat dated 16th December, 2016 with the Office of Registrar of Companies, Gujarat i.e. w.e.f. 17th March, 2017. Accordingly, DPCL has been merged into CAIL and Board of Directors of DPCL has been appointed as Board of Directors of CAIL. Subsequently, in terms of the said Scheme, the name of Transferee Company i.e. Carbogen Amcis (India) Ltd. has been changed to **"Dishman Carbogen Amcis Ltd."** w.e.f. 27th March, 2017.

Dishman Pharmaceuticals and Chemicals Limited

Registered Office: Bhadr-Raj Chambers, Swastik Cross Roads, Navrangpura, Ahmedabad – 380 009 India.

Tel: +91 (0) 79 26443053 / 26445807 Fax: +91 (0) 79 26420198

Email: dishman@dishmangroup.com Web: www.dishmangroup.com

Government Recognised Export House

CIN NO L24230GJ1983PLC006329



Disclosure under Regulation 42 of SEBI (LODR) Regulations, 2015

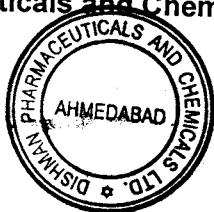
Details:	
Reference	(i) NSE: DISHMAN-EQ (ii) BSE-532526
Book Closure / Record Date	Record Date
Book Closure Start Date	N/A
Book Closure End Date	N/A
Record Date	May 31, 2017
Purpose	Allotment of equity shares of Dishman Carbogen Amcis Limited, amalgamated entity to the shareholders of erstwhile Dishman Pharmaceuticals and Chemicals Limited in the ratio of 1:1 i.e. Share Exchange Ratio fixed under the Scheme of Arrangement and Amalgamation approved by the Hon'ble High Court of Gujarat.
Corporate Action Type	Issue of Securities – Allotment of Equity Shares pursuant to Scheme of Arrangement & Amalgamation
Ratio of Allotment	1 : 1

Kindly take this on your record & oblige.

Thanking you.

Yours faithfully,
For Dishman Pharmaceuticals and Chemicals Ltd.

S. C. Dave
Shrima Dave
Company Secretary



Note: As informed to the Stock Exchanges earlier, Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Ltd. ("DPCL"), Carbogen Amcis (India) Limited ("CAIL") and Dishman Care Limited ("DCL") has become effective from the date of filing of certified copy of the order of Hon'ble High Court of Gujarat dated 16th December, 2016 with the Office of Registrar of Companies, Gujarat i.e. w.e.f. 17th March, 2017. Accordingly, DPCL has been merged into CAIL and Board of Directors of DPCL has been appointed as Board of Directors of CAIL. Subsequently, in terms of the said Scheme, the name of Transferee Company i.e. Carbogen Amcis (India) Ltd. has been changed to "Dishman Carbogen Amcis Ltd." w.e.f. 27th March, 2017.

Dishman Pharmaceuticals and Chemicals Limited

Registered Office: Bhadr-Raj Chambers, Swastik Cross Roads, Navrangpura, Ahmedabad – 380 009 India.

Tel: +91 (0) 79 26443053 / 26445807 Fax: +91 (0) 79 26420198

Email: dishman@dishmangroup.com Web: www.dishmangroup.com

Government Recognised Export House

CIN NO L24230GJ1983PLC006329

Annexure – B

Note on Scheme of Arrangement and Amalgamation under Sections 391 to 394 read with Section 100 and other relevant provisions of Companies Act, 1956 and Companies Act, 2013 amongst Dishman Pharmaceuticals and Chemicals Limited (“Company” or “DPCL”), Dishman Care Limited (“DCL”) and Carbogen Amcis (India) Limited (“CAIL”) and their respective shareholders and creditors (“Scheme”) sanctioned by Hon’ble High Court of Gujarat vide its Order dated 16th December, 2016.

DESCRIPTION OF COMPANIES

- 1.0 Dishman Pharmaceuticals and Chemicals Limited (CIN No. L24230GJ1983PLC006329) is a public company limited by shares incorporated in 1983 under the provisions of the Companies Act, 1956, having its registered office at Bhadr-Raj Chambers, Swastik Cross Road, Navrangpura, Ahmedabad- 380009, Gujarat and is engaged in Contract Research and Manufacturing Services and manufacture and supply of marketable molecules such as specialty chemicals, vitamins & chemicals and disinfectants. The equity shares of Dishman Pharmaceuticals and Chemicals Limited are listed on National Stock Exchange of India Ltd. (“NSE”) and BSE Ltd. (“BSE”) (collectively, the “**Stock Exchanges**”).
- 1.1 Carbogen Amcis (India) Limited (CIN No. U74900GJ2007PLC051338) is a public company limited by shares incorporated in 2007 under the provisions of the Companies Act 1956, having its registered office at Bhadr-Raj Chambers, Swastik Cross Road, Navrangpura, Ahmedabad - 380009, Gujarat and is engaged in research and development, including regulatory filings, of certain pharmaceutical molecules for some of the overseas subsidiaries of Dishman Pharmaceuticals and Chemicals Limited. Its entire equity share capital is held by Dishman Pharmaceuticals and Chemicals Limited.
- 1.2 Dishman Care Limited (CIN No. U24233GJ2010PLC059935) is a public company limited by shares incorporated in 2010 under the provisions of the Companies Act 1956, having its registered office at 516, 5th Floor, Bhadr-Raj Chambers, Swastik Cross Road, Navrangpura, Ahmedabad - 380009, Gujarat. It is engaged in market research, business development and marketing of disinfectant products to be manufactured by Dishman Pharmaceuticals and Chemicals Limited. Its entire equity share capital is held by Dishman Pharmaceuticals and Chemicals Limited.

Carbogen Amcis (India) Limited and Dishman Care Limited are wholly owned subsidiary Companies of Dishman Pharmaceuticals and Chemicals Limited.

Rationale for the Composite Scheme of Arrangement and Amalgamation:

- (i) Consolidation of the business and simplification of the group structure. Further, the amalgamation will provide a high level of synergistic integration of operations and better operational management.
- (ii) Through the “One Company, Two Brands” strategy, the group has been delivering complex solutions suiting the diverse needs of the global customers. The proposed Scheme re-emphasises the strategy of “One Company, Two Brands” with both “Dishman” and “Carbogen Amcis” brands being reflected in the trade name of one company.
- (iii) Synergies arising out of consolidation of business will lead to enhancement of net worth of the combined business and reflection of true net-worth in the financial statements (as all assets, tangible and intangible, including those not recorded in the books of the amalgamating company, and liabilities of the amalgamating company shall be taken over by the amalgamated company and recorded at their respective fair values), and lead to improved alignment of debt and enhancement in earnings and cash flow.
- (iv) The amalgamated company would be able to better leverage on its large network base and have enhanced businesses potential and increased capability to offer a wider portfolio of products and services with a diversified resource base and deeper client relationships.
- (v) It would result in financial resources being efficiently merged and pooled leading to more effective and centralised management of funds, greater economies of scale, stronger base for future growth and reduction of administrative overheads (i.e. cost rationalization), which are presently being divided and dissipated between multiple separate entities. The amalgamation shall lead to greater efficiency in management of the businesses, simplicity and reduction in regulatory compliances and cost.
- (vi) It will improve and consolidate internal controls and functional integration at various levels of the organisation such as information technology, human resources, finance, legal and general management leading to an efficient organisation capable of responding swiftly to volatile and rapidly changing market scenarios.
- (vii) It will facilitate debt consolidation which will improve the debt servicing

abilities through improved cash flows.

- (viii) It would enhance the value of stakeholders through seamless access to strong corporate relationships and other intangible benefits of Dishman Pharmaceuticals and Chemicals Limited built up over approximately three decades of experience, enhanced scale of operations and sharper focus.

Details of Financials:

DCL

Sr. No.	Particulars	Pre- Scheme (31.12.2014) (Rs. In Crore)	Post Scheme (31.03.2017) (Rs. In Crore)
1	Revenue from Operation	-	-
2	PBT	(0.13)	-
3	PAT	(0.13)	-
4	Capital Employed	4.10	-

DPCL

Sr. No.	Particulars	Pre- Scheme (31.12.2014) (Rs. In Crore)	Post Scheme (31.03.2017) (Rs. In Crore)
1	Revenue from Operation	318.23	-
2	PBT	66.13	-
3	PAT	32.90	-
4	Capital Employed	892.44	-

CAIL

Sr. No.	Particulars	Pre- Scheme (31.12.2014) (Rs. In Crore)	Post Scheme (31.03.2017) (Rs. In Crore)
1	Revenue from Operation	-	451.49
2	PBT	(0.38)	24.37
3	PAT	(0.38)	43.91
4	Capital Employed	9.60	5436.01

Salient Features of the Scheme:

- (a) Slump Sale of the Effluent Treatment Plants Undertaking (“**ETP Undertaking**”) from the Company to CAIL, a wholly owned subsidiary of the Company, as a going concern, together with all its properties, assets,

- liabilities, rights, benefits and interest therein, without assigning value to individual assets and liabilities for a total consideration of Rs. 15 crores; (**“Slump Sale”**);
- (b) Amalgamation of DCL, a wholly owned subsidiary of the Company with the Company and;
 - (c) Followed by amalgamation of the Company with CAIL,
 - (d) Change in name of “Carbogen Amcis (India) Limited” to **“Dishman Carbogen Amcis Limited” (DCAL)**.
 - (e) The Company and DCL shall stand dissolved without winding up pursuant to the Scheme.
 - (f) Pursuant to the Scheme, new equity shares of CAIL to be allotted to DPCL’s Shareholders will be listed on BSE Ltd. and National Stock Exchange of India Limited.

Key Events occurred/Dates:

- The Board of Directors of Company, DCL and CAIL at their meeting held on 24th February, 2016 had approved the Scheme of Arrangement and Amalgamation
- The Appointed Date for the Scheme was 1st January, 2015.
- The Hon’ble High Court of Gujarat, vide its order dated 16th December, 2016 sanctioned the Scheme and certified copy of the said order alongwith the Scheme was received by the Company on 2nd March, 2017.
- The Scheme has become effective upon filing of certified copy of said order of Hon’ble High Court, Gujarat with the Office of Registrar of Companies, Gujarat/MCA on 17th March, 2017 (“Effective Date”)
- DPCL as a going concern, stands amalgamated with Carbogen Amcis (India) Ltd. with effect from the Appointed Date i.e. 1st January, 2015.
- Subsequently, in terms of the said Scheme, the name of Transferee Company i.e. Carbogen Amcis (India) Ltd. has been changed to “Dishman Carbogen Amcis Ltd.” w.e.f. 27th March, 2017.
- Record Date has been fixed as 31st May, 2017 for determining shareholders of erstwhile DPCL who will be eligible for allotment of equity

shares of DCAL in the ratio of 1:1 i.e. Share Exchange Ratio, fixed under the Scheme.

Share holding Pattern Post Amalgamation/Share Entitlement to the Shareholders

(g)**Amalgamation of DCL with the Company** - No shares shall be required to be issued in respect of the equity shares held by the Company in DCL. Upon amalgamation, equity shares of DCL held by DPCL shall be deemed to be cancelled and shall stand extinguished without consideration

(a)**Amalgamation of the Company with CAIL** - Shareholders of DPCL shall be issued 1 (One) fully paid up equity share of the face value of INR 2/- each of DCAL, for every 1 (One) fully paid up equity share of the face value of INR 2/- each held in DPCL.

Pursuant to amalgamation, the shareholding of DCAL shall be the mirror image of the shareholding of the Company. Upon amalgamation, equity shares of CAIL held by DPCL shall be deemed to be cancelled.

Board of Directors

Upon the coming into effect of Scheme, the Board of Directors of the Dishman Pharmaceuticals and Chemicals Ltd. has been appointed as Directors of the Amalgamated entity Dishman Carbogen Amcis Ltd.