

December 6, 2018

The Secretary, Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001  
Maharashtra, India  
**Scrip Code: 531 335**

The Manager, Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Maharashtra, India  
**Symbol: ZYDUSWELL**

Dear Madam/Sir,

**Sub: Intimation regarding the signing of share subscription agreements 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 Zydus Wellness Limited (the “Company”) has entered into separate share subscription agreements (“SSAs”) with (i) True North Fund V LLP and True North Fund VI LLP; (ii) Pioneer Investment Fund; (iii) Cadila Healthcare Limited; and (iv) Zydus Family Trust, respectively (collectively the “Investors”), for subscribing to the equity shares of the Company, proposed to be issued on a preferential basis, in accordance with the provisions of the Companies Act, 2013, 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.

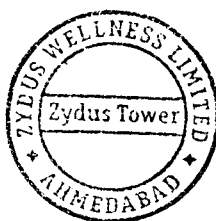
The prescribed details of the SSAs, in accordance with the SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated September 9, 2015, is appended at **Annexure A** hereto.

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

Yours faithfully  
For ZYDUS WELLNESS LIMITED

  
DHAVAL N. SONI  
COMPANY SECRETARY

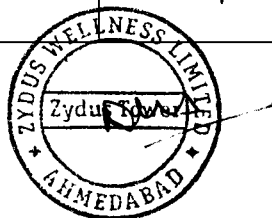
Encl.: As above



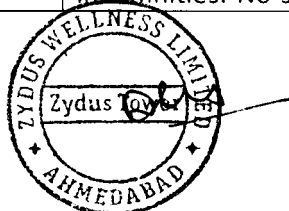
## ANNEXURE A

### Details of SSAs entered into by the Company:

Sr. No.	Particulars	Information
1.	Name(s) of parties with whom the agreement is entered	<p>The Company has entered into SSAs with each of the following:</p> <ol style="list-style-type: none"> <li>1. True North Fund V LLP and True North Fund VI LLP;</li> <li>2. Pioneer Investment Fund;</li> <li>3. Cadila Healthcare Limited and</li> <li>4. Zydus Family Trust</li> </ol>
2.	Purpose of entering into agreement	<p>The purpose of entering into the SSAs is to allot the equity shares of the Company, proposed to be issued on a preferential basis, to each of the Investors, (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 allotted), approval of Competition Commission of India and such other regulatory approvals, as may be applicable). This is for funding the acquisition of the entire shareholding of Heinz India Private Limited ("<b>Target</b>"), pursuant to the share purchase agreement dated 24 October 2018 executed by the Company.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed	<p>The following are the details of the shareholding of each of the Investors in the Company:</p> <ol style="list-style-type: none"> <li>1. True North Fund V LLP and True North Fund VI LLP are not shareholders of the Company.</li> <li>2. Pioneer Investment Fund is not a shareholder of the Company.</li> <li>3. Cadila Healthcare Limited is holding 2,81,63,755 equity shares of the Company representing 72.08% of the total paid-up share capital.</li> <li>4. Zydus Family Trust is holding 1,74,495 equity shares of the Company representing 0.45% of the total paid-up share capital.</li> </ol>



Sr. No.	Particulars	Information
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>1. Under SSA with True North Fund V LLP and True North Fund VI LLP, the said Investors have the following rights, as long as they hold 10% of the equity shares of the Company on a fully diluted basis:</p> <p>(a) to nominate 1 director on the Board of the Company (or the board of directors of the Company's affiliate, if the Company undertakes the acquisition of Heinz India Private Limited through such affiliate) – and such nominee director will also have the right to be a voting member on the 'audit committee' and the 'nomination and remuneration committee' and other key Board committees;</p> <p>(b) to nominate 1 director on the board of directors of the Target (after completion of the acquisition of the said company);</p> <p>(c) to nominate 1 observer on the board of directors of the entities mentioned in (a) and (b) above (if the Investor does not appoint a nominee director to the board of directors of such entities).</p> <p>Further, the SSA contains standard representations and warranties with indemnities. The said Investors also have the right to assign their right to subscribe to the equity shares to an affiliate. The SSA further states that the said Investors have the right to be provided terms/rights offered by the Company to any person in connection with future issue of equity shares (or securities convertible into equity shares) that are more favourable than those provided to the said Investors.</p> <p>SSA with Pioneer Investment Fund, SSA with Cadila Healthcare Limited and SSA with Zydus Family Trust contain standard representations and warranties with indemnities. No special rights have been provided to</p>



Sr. No.	Particulars	Information
		Pioneer Investment Fund, Cadila Healthcare Limited or Zydus Family Trust.
5.	Whether the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	<p>The following are the details of the relationship of each of the Investors <i>vis a vis</i> the Company:</p> <ol style="list-style-type: none"> <li>1. True North Fund V LLP and True North Fund VI LLP are not related to the promoter / promoter group / group companies.</li> <li>2. Pioneer Investment Fund is not related to the promoter / promoter group / group companies.</li> <li>3. Cadila Healthcare Limited is one of the promoters of the Company.</li> <li>4. Zydus Family Trust is a member of the promoter group of the Company.</li> </ol>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	<p>Transaction with True North Fund V LLP and True North Fund V LLP and the transaction with Pioneer Investment Fund shall not fall under the purview of related party transactions.</p> <p>Cadila Healthcare Limited and Zydus Family Trust are related parties of the Company and the transaction with them shall fall under related party transactions.</p> <p>The transactions with related parties shall be conducted at an arm's length.</p>
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	<p>The floor price of the equity shares, based on the pricing formula prescribed under Chapter V of SEBI ICDR Regulations is Rs. 1,381.98.</p> <p>The issue price of equity shares to be issued to the Investors is Rs. 1,382/-, which is calculated in accordance with the requirements of the SEBI ICDR Regulations.</p>

