

November 17, 2016

<p>To The Manager, Capital Market (Listing) <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051</p> <p><b>Stock Code: CADILAHC</b></p>	<p>To The Corporate Relationship Dept., <b>Bombay Stock Exchange of India Limited</b> 1<sup>st</sup> Floor, Rotunda Building, Dalal Street, Mumbai – 400 001</p> <p><b>Stock Code: 532321</b></p>
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Regarding: Intimation under Regulation 30 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [LODR] – Scheme of Arrangement.

Dear Sirs,

The Board of Directors of Cadila Healthcare Limited ('Company') at its meeting held on November 17, 2016, has considered and approved the Scheme of Arrangement between Cadila Healthcare Limited and Zydus Healthcare Limited and their respective shareholders and creditors ["Scheme"] under sections 391 to 394 of the Companies Act, 1956. Zydus Healthcare Limited is a wholly owned subsidiary of the Company. As per the Scheme, India Human Formulations Undertaking of the Company will be transferred to Zydus Healthcare Limited on a Slump Sale [Section 2(42C) of the Income-tax Act, 1961] basis for lump-sum cash consideration.

The Scheme is subject to requisite Statutory and Regulatory approvals and sanction by the Hon'ble High Court of Gujarat at Ahmedabad, the National Stock Exchange of India Limited, BSE Limited, the respective shareholders and creditors of each of the companies involved in the Scheme.

The Scheme will be filed with the Stock Exchanges as per the applicable provisions of Regulation 37 of the LODR.

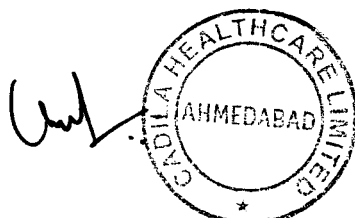
The information pursuant to Regulation 30 of LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is as follows:

1.	Brief details of the Undertaking to be hived-off	India Human Formulations Undertaking- which means all the businesses, undertakings, activities, properties and liabilities of India Human Formulations Business of the Company (comprising of the business pertaining to marketing and selling of human formulations in India other than SBU Biologics Business), including specifically the following amongst others:
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*(Handwritten Signature)*




		<p>(a) the manufacturing plant situated at Plot No. 3707-3708, Phase IV, GIDC, Vatva, Ahmedabad-382 440;</p> <p>(b) the Pharmaceutical Technology Centre (PTC) situated at Sigma Commerce Zone, Near Iscon Temple, S. G. Highway, Ahmedabad- 380 015;</p>
2.	Turnover / revenue of the India Human Formulations Undertaking and as a percentage of the total turnover of the listed entity in the immediately preceding financial year, based on the financials of the last financial year.	<p>Annual Turnover of the India Human Formulations Undertaking : Rs. 13712 millions</p> <p>Percentage to the total turnover : 21 %</p>
3.	Rationale for the Scheme.	The India human formulations business of the Group is being consolidated into one entity, namely, Zydus Healthcare Limited (Company's wholly owned subsidiary), which would bring more focused and concentrated efforts to grow the respective operations of both the companies.
4.	Brief details of change in the shareholding pattern, if any, of all the entities.	There will be no change in the shareholding pattern as business is transferred to a wholly owned subsidiary for cash consideration.
5.	Cash Consideration	Rs.693 millions
6.	Whether listing sought for the unlisted Transferee entity	No listing is sought for the unlisted Transferee entity.
7.	Transaction advisory, recommendations and fairness opinion	<p>The Board of Directors of the Company has approved the Scheme.</p> <p>KPMG is the advisor to the Scheme.</p> <p>M/s BSR &amp; Associates, Chartered Accountants, Mumbai has provided the valuation report and recommended the consideration payable by the Transferee Company to the Transferor Company.</p> <p>M/s Dalmia Securities Private Limited, Mumbai, a Category – I Merchant Banker has given a Fairness Opinion.</p>



		M/s Singhi & Co., Advocates, Ahmedabad are the legal advisors for the Scheme.
8.	Brief about the Transferor Company and the Transferee Company.	<p>The Transferor Company is engaged in the business of research and development, manufacture, marketing, sale, trading and export of drugs and pharmaceuticals. One of the business verticals of the Transferor Company is marketing and selling of human formulations in India which is carried out through its Domestic Human Formulations Business. Domestic Human Formulations Business consists of (a) Strategic Business Unit (SBU) Biologics Business, and (b) India Human Formulations Business. The equity shares of the Transferor Company are listed on the National Stock Exchange of India Limited and BSE Limited.</p> <p>The Transferee Company is an unlisted public Company engaged in the business of manufacturing, marketing selling, and distribution of human formulations. The Transferee Company is a wholly owned subsidiary of the Transferor Company.</p>
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length?	Yes, the transaction is between related parties as the Transferor Company and Transferee Company are holding and wholly owned subsidiary respectively. The Transaction is on the arm's length basis.

We request you to take the above on record.

Thanking you,

Yours faithfully,  
For **CADILA HEALTHCARE LIMITED**  
  
**UPEN H. SHAH**  
COMPANY SECRETARY

