



July 22, 2022

**BSE Limited**

Listing Department  
P J Towers, Dalal Street,  
Fort, Mumbai-400 001  
**Scrip Code:** 532321

**National Stock Exchange of India Limited**

Listing Department  
Exchange Plaza, 5th floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**NSE Symbol:** ZYDUSLIFE

Dear Sir/ Madam,

**Sub: Extinguishment of 1,15,38,461 fully paid-up equity shares having a face value of INR 1/- each (“Equity Shares”) of Zydus Lifesciences Limited (formerly known as “Cadila Healthcare Limited”) (hereinafter referred as “the Company”) bought back at a price of INR 650 per Equity Share through tender offer route (“Buyback”), pursuant to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”).**

The number of Equity Shares bought back in the captioned Buyback and the post-Buyback shareholding pattern were disclosed in the post buyback public announcement submitted for your records on July 16, 2022. The pre and post-Buyback shareholding pattern has been reproduced in the **Annexure A** for ease of reference.

In compliance with Regulations 11 and 24(iv) of the Buyback Regulations, this is to inform that the Company has extinguished 1,15,38,461 Equity Shares which were in dematerialized form. 4 bids for 4,875 Equity Shares were received in physical form and all the physical Equity Shares tendered have been rejected and were returned / dispatched to respective shareholders on July 15, 2022.

In view of the above, please see below a table showing reconciliation of share capital of the Company (Pre and Post Extinguishment):

Sr. No.	Particulars	No. of Equity Shares	Amount (in INR)
1.	Pre-extinguishment Issued, Subscribed and Fully Paid-Up Share Capital	102,37,42,600 fully paid-up Equity Shares of INR 1/- each	102,37,42,600
2.	Less: Shares bought-back and credited to our account		
	a) Electronic Form	1,15,38,461	1,15,38,461
	b) Physical Form	0	0
3.	Post Extinguishment Issued, Subscribed and Fully Paid-Up Share Capital	101,22,04,139 fully paid-up Equity Shares of INR 1/- each	101,22,04,139

**Zydus Lifesciences Limited** (formerly known as Cadila Healthcare Limited)

Regd. Office : 'Zydus Corporate Park', Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad-382 481, Gujarat, India. | Phone : +91-79-71800000, +91-79-48040000  
website : www.zyduslife.com | CIN : L24230GJ1995PLC025878





Dedicated To Life

We also enclose a copy of the letter dated July 19, 2022 from National Securities Depository Limited confirming the extinguishment of 1,15,38,461 Equity Shares, as **Annexure B**.

It is confirmed that the 1,15,38,461 Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations. A certified true copy of the certificate dated July 22, 2022 in this regard is enclosed as **Annexure C**.

We request you to kindly take the above on record.

Thanking you,

Yours sincerely,

For, **Zydus Lifesciences Limited**

A handwritten signature in black ink, appearing to read "Dhaval N. Soni", written over a horizontal line.

**Dhaval N. Soni**

**Company Secretary & Compliance Officer**

**Encl.** As above.

**Zydus Lifesciences Limited** (formerly known as Cadila Healthcare Limited)

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**Annexure A**

**Pre and Post- Buyback Shareholding Pattern**

The shareholding pattern of the Company, pre and post Buyback, is as under:

Category of Shareholder	No. of Shares Pre - Buyback	% to the existing equity share capital	No. of Shares -Post Buyback	% to the Post Buyback equity share capital
<b>Promoters and persons acting in concert (A)</b>	766,534,434	74.88	758,940,186	74.98
<b>Shareholding of the Non Promoter(s) (B)</b>	257,208,166	25.12	253,263,953	25.02
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies	33,235,479	3.25		
Financial Institutions/ Banks & Mutual Funds/ Insurance Co.	121,668,713	11.88		
Others (Individuals, Bodies Corporate, Employees, etc.)	102,303,974	9.99		
<b>Total (A+B)</b>	<b>1,023,742,600</b>	<b>100.00</b>	<b>1,012,204,139</b>	<b>100.00</b>

For, **Zydus Lifesciences Limited**



**Dhaval N. Soni**  
Company Secretary & Compliance Officer



## National Securities Depository Limited



Ref: II/CA/COM/42369/2022

July 19, 2022

Mr. Upen H. Shah  
 Company Secretary  
 Zydus Lifesciences Limited  
 Zydus Tower, Satellite Cross Roads  
 Sarkhej - Gandhinagar Highway  
 Ahmedabad - 380015

**Sub : Buy-back (tender offer)**

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Link Intime India Private Limited, Mumbai, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE010B01027	ZYDUS LIFESCIENCES LIMITED EQ NEW FV RE. 1/-	Debit	1	11,538,461.000	19/Jul/2022

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

**Rakesh Mehta**  
**Vice President**

**TRUE COPY**  
**For, Zydus Lifesciences Limited**  
  
**Company Secretary**

Digitally Signed By  
 Name: RAKESH MAHASUKHLAL MEHTA  
 Date: 19/07/2022 12:41:21  
 Reason: Authentication  
 Location: NSDL, Mumbai

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY  
ZYDUS LIFESCIENCES LIMITED (FORMERLY KNOWN AS "CADILA HEALTHCARE LIMITED") ("COMPANY")**

This certificate is being made in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time ("Buyback Regulations").

Pursuant to the Public Announcement dated May 23, 2022 published on May 24, 2022, the Letter of Offer dated June 13, 2022 ("Letter of Offer") and the Offer Opening Advertisement dated June 18, 2022 published on June 20, 2022, the tendering period for the buyback of fully paid up equity shares of the Company, having a face value of Re. 1/- each ("Equity Share"), opened on Thursday, June 23, 2022 and closed on Wednesday, July 6, 2022 (both days inclusive) ("Tendering Period"). The following are the details of the 1,15,38,461 Equity Shares bought back by the Company during the Tendering Period and extinguished on July 19, 2022.

**A. Particulars of extinguishment of Equity Shares bought back in dematerialized form:**

Name of the Depository	DP Name and DP ID	Company's A/C Number	Date of Extinguishment	No. of Equity Shares Extinguished
National Securities Depository Limited	Ventura Securities Limited (IN303116)	14412173	July 19, 2022	1,15,38,461
<b>Total (A)</b>				1,15,38,461

**B. Particulars of extinguishment of Equity Shares bought back in physical form:**

Sr. No	Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished*
Nil	Nil	Nil	Nil	Nil
<b>Total (B)</b>				Nil

**C. Total number of Equity Shares extinguished / destroyed:**

<b>Total number of equity shares extinguished (A+B)</b>	1,15,38,461
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**D. Reconciliation of share capital:**

Sr. No.	Particulars	Pre-extinguishment		Post-extinguishment	
		No. of Equity Shares	Amount (in INR)	No. of Equity Shares	Amount (in INR)
1.	Authorised Share Capital	172,50,00,000 Equity Shares of Re. 1/- each	172,50,00,000	1725,00,000 Equity Shares of Re. 1/- each	17250,00,000
2.	Issued, Subscribed and Fully Paid-Up Share Capital	102,37,42,600 fully paid-up Equity Shares of Re. 1/- each	102,37,42,600	101,22,04,139 fully paid-up Equity Shares of Re. 1/- each	101,22,04,139

It is certified that the above Equity Shares of the Company were extinguished in compliance with, and in accordance with the provisions of Regulation 11 of the Buyback Regulations.

<p><b>For Zydus Lifesciences Limited</b></p> <p>PANKAJ RAMANBHAI PATEL</p> <p><small>Digitally signed by PANKAJ RAMANBHAI PATEL Date: 2022.07.22 09:46:08 +05'30'</small></p> <p>Pankaj R. Patel Chairman DIN: 00131852</p> <p>Place: Ahmedabad Date: July 22, 2022</p>	<p><b>For Zydus Lifesciences Limited</b></p> <p>Sharvil Pankajbhai Patel</p> <p><small>Digitally signed by Sharvil Pankajbhai Patel Date: 2022.07.22 09:46:39 +05'30'</small></p> <p>Sharvil P. Patel Managing Director DIN: 00131995</p> <p>Place: Ahmedabad Date: July 22, 2022</p>	<p><b>For Zydus Lifesciences Limited</b></p> <p>DHAVAL NARENDRA SONI</p> <p><small>Digitally signed by DHAVAL NARENDRA SONI Date: 2022.07.22 09:47:12 +05'30'</small></p> <p>Dhaval N. Soni Company Secretary &amp; Compliance Officer Membership No. F7063</p> <p>Place: Ahmedabad Date: July 22, 2022</p>
<p>Referred to in our Certificate No. RKH/ZLL/2022-23/CERT/2 dated</p> <p><b>For Deloitte Haskins &amp; Sells LLP</b> Chartered Accountants (Firm Registration No. 117366W/W- 100018)</p> <p>Rajesh Kishore Hiranandani</p> <p><small>Digitally signed by Rajesh Kishore Hiranandani Date: 2022.07.22 13:56:34 +05'30'</small></p> <p>Rajesh K. Hiranandani Partner Membership No. [36920]</p> <p>Place: Mumbai Date: July 22, 2022</p>	<p><b>For Link Intime India Private Limited</b> (Registrar to the Buyback)</p> <p>HARESH VASHUMAL HINDUJA</p> <p><small>Digitally signed by HARESH VASHUMAL HINDUJA Date: 2022.07.22 10:17:37 +05'30'</small></p> <p>Haresh Hinduja Head – Primary Market</p> <p>Place: Mumbai Date: July 22, 2022</p>	

Enclosed: Confirmation dated July 19, 2022 issued by NSDL for extinguishment of Equity Shares in dematerialized form.

**TRUE COPY**  
For, Zydus Lifesciences Limited  
*Rishew*  
Company Secretary

## Independent Auditor's Certificate on the extinguishment of Equity Shares

Ref: RKH/ZLL/2022-23/CERT/2

The Board of Directors  
Zydus Lifesciences Limited  
Zydus Corporate Park,  
Scheme No. 63, Survey No 536,  
Khoraj, Nr. Vaishnodevi Circle, S.G highway,  
Ahmedabad, Gandhinagar, 382481

### **AUDITOR'S CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 1,15,38,461 EQUITY SHARES HAVING FACE VALUE OF RE. 1/- EACH ("EQUITY SHARES") BOUGHT BACK BY ZYDUS LIFESCIENCES LIMITED (FORMERLY KNOWN AS "CADILA HEALTHCARE LIMITED")(The "Company ")**

1. This certificate is issued in accordance with the terms of our engagement letter with reference no. RKH/ZLL/2022-23/EL/2 dated July 22, 2022.
2. We have been informed by the Management of the Company that the Company requires a certificate from statutory auditors for submission to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed namely BSE Limited and National Stock Exchange of India Limited (collectively, "Stock Exchanges"), with regard to compliance with sub-regulation (iii) of regulation 11 of the SEBI (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations")

### **Management's Responsibility for the Statement**

3. The preparation of the accompanying Certificate of extinguishment of Equity Shares bought back by Zydus Lifesciences limited (Formerly Known as "Cadila Healthcare Limited") ("Company") (the "Statement"), is the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation.
4. The Management is responsible for extinguishment of 1,15,38,461 Equity Shares in dematerialised form which were bought back through tender offer on proportionate basis in accordance with the Buyback Regulations as set out in the Statement. The Management is also responsible for ensuring that the Company complies with the requirements of the Buyback Regulations and the Companies Act, 2013 in relation to buy back and extinguishment of the Equity Shares and for providing all the information to the SEBI and the Stock Exchanges, as may be required.

### **Auditor's Responsibility**

5. Pursuant to requirements of Regulation 11(iii) of the Buyback Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details provided in the Statement is in accordance with the Regulation 11(i) of the Buyback Regulations and the relevant documents thereof are maintained by the Company as on the date of this certificate.

**Deloitte  
Haskins & Sells LLP**

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the statement:
  - a. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the Equity Shares of the Company held in dematerialised form which were bought back; and
  - b. Examined the Transaction Statement dated July 19, 2022 of the Company's depository account number [14412173] opened and maintained with Ventura Securities Limited (Depository Participant (DP ID: IN303116)) for the purposes of buyback, to confirm the buyback and subsequent extinguishment of 1,15,38,461 Equity Shares of the Company.

**Conclusion**

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details provided in the Statement are not in accordance with the requirements of Regulation 11 of the Buy-back Regulations and that the relevant documents thereof are not maintained by the Company as on the date of this certificate.

**Restriction on Use**

10. This certificate is issued in connection with the extinguishment of Equity Share brought back by the Company in accordance with the Buyback Regulations and for the sole use of the Board of Directors, to whom it is addressed and for submission to SEBI and the Stock Exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Rajesh Kishore** Digitally signed by Rajesh  
Kishore Hiranandani  
**Hiranandani** Date: 2022.07.22 13:54:46  
+05'30'

Rajesh K. Hiranandani  
(Partner)  
(Membership No. 36920)  
(UDIN:22036920ANKTWU8625)

Place: Mumbai  
Date: July 22, 2022

**TRUE COPY**  
For, Zydus Lifesciences Limited  
  
**Company Secretary**