

May 5, 2021

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| BSE LIMITED P J Towers, Dalal Street, Fort, <u>Mumbai-400001</u> Code: 532 321 | NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (E), <u>Mumbai-400 051</u> Code: CADILAHC |
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Re.: Intimation under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

Dear Sir / Madam,

We would like to inform that the Company, as a joint venture partner, has signed an agreement to extend the tenure of the joint venture agreement ("JVA") with Bayer (South East Asia) PTE Limited, one of the companies of the Bayer Group, for a further period of two months.

Additional disclosures, with regard to extension of the JVA, as required under the Listing Regulations read with SEBI Circular No. CIR/CFO/CMD/4/2015 dated September 9, 2015 are given in **Annexure 1** to this letter.

We request you to kindly take this in your record and disseminate.

Thanking you,

Yours Sincerely
For, **CADILA HEALTHCARE LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above

Annexure-1

| Sr. No. | Particulars | Responses | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------|---|---|---------------|---------------------|----------------------|-------------|----|---------------------------|-------------|---------|----|-----------------------------------|-------------|---------|--------------|--|--------------------|---------------|---------|---------------------|--------------------------|-------------|----|---------------------------|-------------|-------|----|---------------------------------------|-------------|-------|--------------|--|--------------------|---------------|
| 1. | name(s) of parties with whom the agreement is entered | <p>1. Cadila Healthcare Limited ("the Company") and JV Partner 1</p> <p>2. Bayer (South East Asia) PTE Limited ("Bayer") and JV Partner 2</p> <p>3. Bayer Zydus Pharma Private Limited ("JV Company")</p> <p>JV Partner 1 and JV Partner 2 are collectively referred to as "JV Partners".</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | purpose of entering into the agreement | <p>JV Partners entered into an agreement ("JVA") dated January 28, 2011 and pursuant to which the JV Partners formed a joint venture company i.e. JV Company.</p> <p>The purpose of entering into the JVA is for carrying on business of marketing of pharmaceutical products.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | shareholding, if any, in the entity with whom the agreement is executed | <p>As on date, the shareholding structure of the JV Company is as under:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>No. of Equity shares</th> <th>% of shares</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Cadila Healthcare Limited</td> <td>1,24,99,999</td> <td>24.9999</td> </tr> <tr> <td>2.</td> <td>Bayer South East Asia PTE Limited</td> <td>3,75,00,001</td> <td>75.0001</td> </tr> <tr> <td colspan="2">Total</td> <td>5,00,00,000</td> <td>100.00</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>No. of Preference shares</th> <th>% of shares</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Cadila Healthcare Limited</td> <td>1,00,00,000</td> <td>25.00</td> </tr> <tr> <td>2.</td> <td>Bayer Pharmaceuticals Private Limited</td> <td>3,00,00,000</td> <td>75.00</td> </tr> <tr> <td colspan="2">Total</td> <td>4,00,00,000</td> <td>100.00</td> </tr> </tbody> </table> | Sr. No. | Name of the Company | No. of Equity shares | % of shares | 1. | Cadila Healthcare Limited | 1,24,99,999 | 24.9999 | 2. | Bayer South East Asia PTE Limited | 3,75,00,001 | 75.0001 | Total | | 5,00,00,000 | 100.00 | Sr. No. | Name of the Company | No. of Preference shares | % of shares | 1. | Cadila Healthcare Limited | 1,00,00,000 | 25.00 | 2. | Bayer Pharmaceuticals Private Limited | 3,00,00,000 | 75.00 | Total | | 4,00,00,000 | 100.00 |
| Sr. No. | Name of the Company | No. of Equity shares | % of shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | Cadila Healthcare Limited | 1,24,99,999 | 24.9999 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Bayer South East Asia PTE Limited | 3,75,00,001 | 75.0001 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | | 5,00,00,000 | 100.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sr. No. | Name of the Company | No. of Preference shares | % of shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. | Cadila Healthcare Limited | 1,00,00,000 | 25.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Bayer Pharmaceuticals Private Limited | 3,00,00,000 | 75.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | | 4,00,00,000 | 100.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | | The Company is not holding any shares of JV Partner 2. |
| 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. | JV Partner 1 and JV Partner 2 have right to nominate 3 and 5 directors respectively. There are detailed provisions relating to restrictions on transfer of shares by JV Partners. |
| 5. | whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship | None of the parties are related to promoter / promoter group / group company in any manner. |
| 6. | whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | The transaction is not within related party transaction. |
| 7. | in case of issuance of shares to the parties, details of issue price, class of shares issued | On incorporation of the JV Company, the equity shares were issued to the JV Partners at face value of Rs. 10/- each. |
| 8. | any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc. | JV Partners are not entitled to nominate any Director on the Board of the Company. There is no potential conflict of interest arising out of the JVA. |
| 9. | in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s) | |
| a. | name of parties to the agreement | JV Partners and the JV Company. |
| b. | nature of the agreement | An agreement to extend the term of the JVA for a further period of two months. |

| Sr. No. | Particulars | Responses |
|---------|--|--|
| c. | date of execution of the agreement | The Finance and Administration Committee of the Company adopted the amended JVA at their meeting held on May 4, 2021. |
| d. | details of amendment and impact thereof or reasons of termination and impact thereof | An agreement to extend the term of the JVA for a period of two months to explore the possibilities of further collaboration. |

For, **CADILA HEALTHCARE LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY