



Dedicated To Life

July 27, 2023

BSE LIMITED P J Towers, Dalal Street, Fort, Mumbai-400001	Code: 532 321	NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051	Code: Zydulife
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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 amend certain clauses of the joint venture agreement (“**JVA**”) with Bayer (South East Asia) PTE Limited, one of the companies of the Bayer group.

Additional disclosures, with regard to amendment of the JVA, as required under regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in **Annexure-1**.

We request you to kindly take this on record.

Thanking you,

Yours Sincerely
For, **ZYDUS LIFESCIENCES LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above

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.zydulife.com | CIN : L24230GJ1995PLC025878





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Annexure-1

Sr. No.	Particulars	Responses																								
1.	name(s) of parties with whom the agreement is entered	<p>1. Zydus Lifesciences Limited (“the Company”) or “JV Partner 1”)</p> <p>2. Bayer (South East Asia) PTE Limited (“Bayer” or “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>Zydus Lifesciences 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>Zydus Lifesciences Limited</td> <td>60,00,000</td> <td>25.00</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	No. of Equity shares	% of shares	1.	Zydus Lifesciences 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.	Zydus Lifesciences Limited	60,00,000	25.00
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		2.	Bayer Pharmaceuticals Private Limited	1,80,00,000	75.00
		Total		2,40,00,000	100.00
		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.			

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Sr. No.	Particulars	Responses
9.	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)	There are certain amendments in the JVA and the details thereof are provided hereinbelow.
a.	name of parties to the agreement	JV Partners and the JV Company.
b.	nature of the agreement	An agreement to amend certain clauses of the JVA.
c.	date of execution of the agreement	July 27, 2023
d.	details of amendment and impact thereof or reasons of termination and impact thereof	An agreement to amend certain clauses of the JVA to enable participation in tenders of some government institutions / public sector undertakings for some products through an affiliate entity of a JV Partner.

For, **ZYDUS LIFESCIENCES LIMITED**

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