


LETTER OF OFFER



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This letter of offer ("**Letter of Offer**") is sent to you as a registered Equity Shareholder / Beneficial Owner (*as defined below*) of Zydus Lifesciences Limited (hereinafter referred as the "**Company**") as on the Record Date (*as defined below*) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"). If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e., ICICI Securities Limited, or the Registrar to the Buyback Offer i.e., Link Intime India Private Limited. Please refer to the section on "Definitions of Key Terms" on page no. 5 of this Letter of Offer for the definitions of the capitalized terms used herein.

 <p>zydus Dedicated To Life</p>	<p align="center">Zydus Lifesciences Limited Corporate Identification Number (CIN): L24230GJ1995PLC025878 Registered Office: Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle, Ahmedabad- 382 481, Gujarat, India Contact Person: Mr. Dhaval N. Soni, Company Secretary & Compliance Officer Tel. No.: +91 79 48040338; E-mail: dhavalsoni@zyduslife.com; Website: www.zyduslife.com</p>
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OFFER TO BUYBACK NOT EXCEEDING 59,70,149 (FIFTY NINE LAKH SEVENTY THOUSAND ONE HUNDRED AND FORTY NINE) FULLY PAID-UP EQUITY SHARES OF THE COMPANY, HAVING FACE VALUE OF INR 1/- (INDIAN RUPEE ONE ONLY) EACH ("EQUITY SHARES"), REPRESENTING 0.59% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP SHARE CAPITAL OF THE COMPANY, FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON FEBRUARY 23, 2024 ("RECORD DATE") ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF INR 1,005/- (INDIAN RUPEES ONE THOUSAND AND FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING INR 600,00,00,000/- (INDIAN RUPEES SIX HUNDRED CRORE ONLY) EXCLUDING TRANSACTION COSTS.

- The Buyback is in accordance with Article 14 of the Articles of Association of the Company and pursuant to Sections 68, 69, 70 and any other applicable provisions, if any, of the Companies Act, and the rules framed thereunder including the Share Capital Rules, Management Rules, to the extent applicable, Buyback Regulations read with the SEBI Circulars and the Listing Regulations, and including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the SEBI, ROC, NSE, BSE and/ or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- The Buyback Size represents 5.28% and 3.33% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company, under the board approval route as per the provisions of the Companies Act and Buyback Regulations.
- The Letter of Offer will be electronically sent to the Equity Shareholders/ Beneficial Owners of Equity Shares as on the Record Date i.e., February 23, 2024, in accordance with the Buyback Regulations and such other circulars or notifications, as may be applicable. Further, in terms of Regulation 9(ii) of the Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided.
- The procedure for tendering shares and settlement is set out in paragraph 20 (*Procedure for Tendering Shares and Settlement*) on page no. 55 of this Letter of Offer. The form of acceptance cum acknowledgement ("**Tender Form**") along with share transfer form ("**Form SH-4**") is enclosed together with this Letter of Offer.
- The procedure for Acceptance is set out in paragraph 19 (*Process and Methodology for the Buyback*) on page no. 49 of this Letter of Offer. The payment of consideration is in cash to the Eligible Shareholders. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.29 (*Method of Settlement*) on page no. 64 of this Letter of Offer.
- A copy of the Public Announcement and the Letter of Offer (along with the Tender Form and Form SH-4) shall be available on the websites of the Company (www.zyduslife.com), Manager to the Buyback (www.icicisecurities.com), Registrar to the Buyback (www.linkintime.co.in) and is expected to be available on the websites of SEBI (www.sebi.gov.in), NSE (www.nseindia.com) and BSE (www.bseindia.com).
- Eligible Shareholders are advised to read the Letter of Offer and in particular, refer to paragraph 17 (*Details of Statutory Approvals*) on page no. 48 of this Letter of Offer and paragraph 21 (*Note on Taxation*) on page no. 67 of this Letter of Offer before tendering their Equity Shares in the Buyback.

<p align="center">MANAGER TO THE BUYBACK</p>  <p>ICICI Securities Limited Address: ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India Tel. no.: +91 22 6807 7100; Fax no.: + 91 22 6807 7801 Contact person: Abhijit Diwan / Sumit Singh Email: abhijit.diwan@icicisecurities.com; sumitkumar.singh@icicisecurities.com Website: www.icicisecurities.com SEBI registration no.: INM000011179 Validity period: Permanent</p>	<p align="center">REGISTRAR TO THE BUYBACK</p>  <p>Link Intime India Private Limited Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083, Maharashtra, India Tel. no.: +91 22 4918 6200; Fax no.: +91 22 4918 6195 Contact person: Shanti Gopalkrishnan Email: zyduslife.buyback2024@linkintime.co.in Website: www.linkintime.co.in SEBI registration no.: INR000004058 Validity period: Permanent</p>
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BUYBACK PROGRAMME

BUYBACK OPENS ON	THURSDAY, FEBRUARY 29, 2024
BUYBACK CLOSES ON	WEDNESDAY, MARCH 6, 2024
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	ON OR BEFORE 5:00 PM (IST) ON WEDNESDAY, MARCH 6, 2024

BUYBACK ENTITLEMENT

CATEGORY OF ELIGIBLE SHAREHOLDERS	BUYBACK ENTITLEMENT
RESERVED CATEGORY FOR SMALL SHAREHOLDERS	6 EQUITY SHARE FOR EVERY 67 EQUITY SHARES HELD ON THE RECORD DATE
GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS	2 EQUITY SHARE FOR EVERY 395 EQUITY SHARES HELD ON THE RECORD DATE

* For further information on ratio of Buyback as per the Buyback Entitlement in each category, please refer paragraph 19.6 on page no. 51 of the Letter of Offer.

ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:

- Click on <https://web.linkintime.co.in/Offer/Default.aspx>
- Select the name of the Company – Zydus Lifesciences Limited
- Select holding type - "Physical" or "NSDL" or "CDSL" or "PAN"
- Based on the option selected above, enter your "Folio Number" or "NSDL DPID/Client ID" or "CDSL Client ID" or "PAN"
- Enter the security code and click on submit
- Then click on 'View' button
- The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'

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NO OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL, ANY SECURITIES OF THE COMPANY IN ANY JURISDICTION OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES INCLUDING THE EQUITY SHARES OF THE COMPANY

- This Letter of Offer together with the Public Announcement has been prepared for the purposes of compliance with applicable Indian laws and regulations. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable Indian law, the Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the Company in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation and as a consequence, subject the Company or the Manager to the Buyback to any new or additional requirements or registrations;
- The Letter of Offer shall be dispatched through electronic mode to all Eligible Shareholders whose names appeared on the register of members of the Company / register of beneficial owners as downloaded from the Depositories, as of the Record Date. The Company shall provide a copy of the Letter of Offer in physical form in case of receipt of request from any such Eligible Shareholder. However, receipt of the Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this offer, or where making this offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Eligible Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only; and
- Potential users of this information are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders Equity Shares in the Buyback Offer shall be deemed to have declared, represented, warranted and agreed that such Eligible Shareholder is authorized under the provisions of any applicable laws, rules, regulations and statutes to participate in the Buyback.

1. SCHEDULE OF ACTIVITIES

Activity	Schedule of activities	
	Date	Day
Date of Board Meeting approving the proposal for the Buyback	February 9, 2024	Friday
Date of the Public Announcement for the Buyback	February 12, 2024	Monday
Date of publication of the Public Announcement for Buyback	February 13, 2024	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	February 23, 2024	Friday
Issue of this Letter of Offer	February 27, 2024	Tuesday
Buyback Opening Date	February 29, 2024	Thursday
Buyback Closing Date	March 6, 2024	Wednesday
Last date of receipt of completed Tender Form and other specified documents by the Registrar	March 6, 2024	Wednesday
Last date of verification of Tender Forms by Registrar to the Buyback	March 12, 2024	Tuesday
Last date of intimation to the Stock Exchanges regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar	March 13, 2024	Wednesday
Last date of completion of settlement of bids by the Clearing Corporation/ Stock Exchanges	March 14, 2024	Thursday
Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ unblocking/ return of unaccepted Equity Shares by Stock Exchanges to Eligible Shareholders/ Seller Broker	March 14, 2024	Thursday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	March 14, 2024	Thursday
Last Date of Extinguishment of Shares bought back	March 26, 2024	Tuesday

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

- 2.1 This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.
- 2.2 The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, 1996, and the rules and regulations made thereunder.

Term	Description
Acceptance/ Accept/ or Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback
Act or Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Acquisition Window	The facility for acquisition of Equity Shares through the mechanism provided by the Stock Exchanges in the form of a separate window in accordance with SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles or Articles of Association	Articles of Association of the Company, as amended
Board or Board of Directors	Board of Directors of the Company, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by the resolution passed by the Board at its meeting held on February 9, 2024
Board Meeting	Meeting of the Board held on February 9, 2024 <i>inter alia</i> to approve the Buyback
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer to buy back not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share payable in cash from the Eligible Shareholders on a proportionate basis through the Tender Offer route in terms of the Buyback Regulations read with SEBI Circulars
Buyback Closing Date	Wednesday, March 6, 2024
Buyback Committee or Committee	Buyback committee, comprising of Mr. Pankaj R. Patel, Dr. Sharvil P. Patel, Mr. Ganesh N. Nayak and Mr. Mukesh M. Patel, directors of the Company, constituted and authorized for the purposes of the Buyback by a resolution passed by the Board at its meeting held on February 9, 2024
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio /

	percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	Thursday, February 29, 2024
Buyback Price or Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., 1,005/- (Indian Rupees one thousand and five only) per Equity Share, payable in cash
Buyback Period	The period between the date of the Board Meeting to approve the Buyback i.e., February 9, 2024, and the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback
Buyback Regulations	SEBI (Buy-Back of Securities) Regulations, 2018, as amended from time to time
Buyback Size or Offer Size	Maximum number of Equity Shares proposed to be bought back i.e., not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares multiplied by the Buyback Price (i.e., INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share) aggregating to an amount not exceeding INR 600,00,00,000/- (Indian Rupees six hundred crore only). The Buyback Offer Size excludes Transaction Costs.
CIN	Corporate Identity Number
Clearing Corporation	Collectively, NSE Clearing Limited and Indian Clearing Corporation Limited
“Company” or “Our Company” or “we” or “us” or “our”	Zydus Lifesciences Limited
Company’s Broker	ICICI Securities Limited
Company Demat Account	Demat account of the Company designated for the Buyback
Compliance Officer	Dhaval N. Soni
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	NSE
Director(s)	Director(s) of the Company
DIN	Director Identification Number
DP	Depository Participant
Equity Share(s) or Share(s)	Fully paid-up equity shares of the Company of face value of INR 1/- (Indian Rupee one only) each
Eligible Person(s) or Eligible Shareholder(s)	Equity Shareholders eligible to participate in the Buyback and would mean all Equity Shareholders/ Beneficial Owners of the Equity Shares of the Company on the Record Date, being February 23, 2024, and do not include such Equity Shareholders/ Beneficial Owners of the Equity Shares who are not permitted under the applicable law to tender Equity Shares in the Buyback
Escrow Account	Escrow account titled “Zydus Lifesciences Limited Buyback Issue Account 2024” opened with the Escrow Agent in accordance with Buyback Regulations
Escrow Agent	ICICI Bank Limited

Escrow Agreement	The escrow agreement dated February 14, 2024 entered into between the Company, the Escrow Agent, and the Manager to the Buyback
FATCA	Foreign Account Tax Compliance Act
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
IPV	In person verification
IT Act/ Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer/LOF	This letter of offer dated February 27, 2024 containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
“Manager to the Buyback” or “Manager to the Offer” or “Manager”	ICICI Securities Limited
Management Rules	Companies (Management and Administration) Rules, 2014, as amended
Memorandum of Association or MOA	Memorandum of Association of the Company, as amended from time to time
N.A./ NA	Not applicable
Non-Resident Shareholders	Includes non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), FII/ FPI etc.
NSE	National Stock Exchange of India Limited
Offer Period or Tendering Period	Period of 5 (five) Working Days from the Buyback Opening Date i.e., Thursday, February 29, 2024 to Buyback Closing Date i.e., Wednesday, March 6, 2024 (both days inclusive)
OSV	Original seen and verified
PA or Public Announcement	The public announcement dated February 12, 2024, made in accordance with the Buyback Regulations, published on February 13, 2024, in the newspapers set out in paragraph 5 (<i>Details of Public Announcement</i>) of this Letter of Offer
PAN	Permanent Account Number
Promoter Group	The promoter and promoter group of the Company as defined under (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is February 23, 2024
“Registrar to the Buyback”	Link Intime India Private Limited

or “Registrar to the Offer” or “Registrar”	
Reserved Category	The Small Shareholders eligible to tender Shares in the Buyback
ROC	Registrar of Companies, Ahmedabad
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force
Seller Member or Seller Broker	The stockbroker (who is member of the NSE and/or BSE) of an Eligible Shareholder through whom the order for selling the Equity Shares of Eligible Shareholders will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000/- (Indian Rupees two lakh only), on the basis of closing price on the recognized stock exchange registering the highest trading volume as on the Record Date
Share Capital Rules	Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time
Shareholders or Equity Shareholders or Members or Beneficial Owners	Holders of Equity Shares and includes beneficial owners thereof
Stock Exchanges	Collectively, BSE and NSE
Stock Exchange Mechanism	The “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circulars
Tender Form	Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholder(s) to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations
Transaction Costs	Brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.
TRS	Transaction Registration Slip generated by the exchange bidding system
Working Day	Working day as defined in the Buyback Regulations

2.3 Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers and paragraph numbers of this Letter of Offer.

Currency and Units of Presentation

All references to “Rupee(s)”, “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from our audited standalone and consolidated financial statements for the fiscal year ended on March 31, 2023, March 31, 2022 and March 31, 2021.

Our Company’s fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY”).

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the website of NSE and BSE.

3. DISCLAIMER CLAUSE

- 3.1 As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Letter of Offer. The Manager to the Buyback has certified that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.
- 3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback has furnished to SEBI a due diligence certificate dated February 27, 2024, in accordance with Buyback Regulations which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the public announcement dated February 12, 2024 for the Buyback (“Public Announcement”) which was published on February 13, 2024 and the Letter of Offer dated February 27, 2024 (“Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:

- *the Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *all the legal requirements connected with the said Buyback including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*

- *the disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well-informed decision in respect of the Buyback offer; and*
- *funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended."*

3.3 The filing of the Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

3.4 The members of the Promoter Group/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ mis-representation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, the members of the Promoter Group and the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

3.5 The members of the Promoter Group and the Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.6 Disclaimer for persons from the United States of America

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about, and to observe any such restrictions.

3.7 Disclaimer for persons in foreign countries other than the United States of America

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buyback to a new or additional requirements or registration. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.8 Important Notice to All Shareholders

This Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. The Letter of Offer shall be dispatched to all Shareholders whose names

appear on the register of members of the Company, as of the Record Date, as per the Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.9 Forward Looking Statements

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF RESOLUTION PASSED AT THE BOARD MEETING

The Buyback has been authorized and approved by the Board of Directors at their meeting held on February 9, 2024. The text of the resolution passed by the Board is as follows:

Quote

“RESOLVED THAT in accordance with Article 14 of the Articles of Association of the Zydus Lifesciences Limited (“**Company**”) and pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”), rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 as amended and the Companies (Management and

Administration) Rules, 2014, as amended, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and including any amendments, statutory modification(s) or re-enactment(s) for the time being in force, and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Ahmedabad (the “**ROC**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and/ or other authorities institutions or bodies (the “**Appropriate Authorities**”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (the “**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this Board resolution), the Board hereby approves the buyback of not exceeding 59,70,149 (Fifty Nine Lakhs Seventy Thousand One Hundred Forty Nine) fully paid-up equity shares of the Company, each having a face value of INR 1/- (Indian Rupee One) (“**Equity Shares**”), representing up to 0.59% of the total number of equity shares in the paid-up share capital of the Company, at a price of INR 1,005/- (Indian Rupees One Thousand Five only) per Equity Share (“**Buyback Price**”) payable in cash for an aggregate amount not exceeding INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only) (“**Buyback Size**”), being 5.28% and 3.33% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively (which is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company, under the Board approval route as per the provisions of the Companies Act and Buyback Regulations), on a proportionate basis through the “**tender offer**” route as prescribed under the Buyback Regulations, from all of the equity shareholders/ beneficial owners of the Company, including the promoters of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “**Promoters**”) who hold Equity Shares as of the record date (the “**Record Date**” and such buyback the “**Buyback**”) and that the Buyback Size does not include transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

RESOLVED FURTHER THAT pursuant to Regulation 42 of the Listing Regulations, February 23, 2024 shall be the Record Date for the purposes of determining the entitlement and names of the equity shareholders who would be eligible to participate in the Buyback.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by the SEBI *vide* circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“**SEBI Circulars**”), and the Company shall approach NSE for facilitating the same which shall act as the designated stock exchange.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its securities

premium account, free reserves and/ or such other sources as may be permitted by law, and the Buyback shall be through tender offer in such manner as may be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in terms of Section 69 of the Companies Act, the Company shall transfer from its free reserves or securities premium account and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback, to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares, including Promoters, who hold Equity Shares as on the Record Date (“**Eligible Shareholders**”), will be eligible to participate in the Buyback except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the Eligible Shareholders, on a proportionate basis under the tender offer, provided 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors / foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Dhaval N. Soni, Company Secretary & Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that Mr Dhaval N. Soni, Company Secretary & Compliance Officer of the Company and Mr. Vishal J. Gor, Sr. Vice President-Corporate Finance be and are hereby severally authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- a) immediately following the date of board meeting (i.e., February 9, 2024) (“**Board Meeting**”) there will be no grounds on which the Company can be found unable to pay its debts;
- b) as regards the Company’s prospects for the year immediately following the date of Board Meeting, and having regards to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- c) in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

RESOLVED FURTHER THAT the Board hereby takes on record the draft of the report proposed to be issued by Deloitte Haskins & Sells, Chartered Accountants, the statutory auditors of the Company, as required under clause (xi) of Schedule I of the Buyback Regulations.

RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all the Equity Shares of the Company are fully paid-up;
- b) the Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) or convert any outstanding employee stock options / outstanding instruments into Equity Shares, from the date of the Board Meeting till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- c) unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- d) the Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months

except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

- e) the Company shall not withdraw the Buyback after the letter of offer is filed with SEBI or public announcement of the offer to Buyback is made;
- f) the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- g) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- h) the consideration for the Buyback shall be paid by the Company only in cash;
- i) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- j) there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- k) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- l) the aggregate amount of the Buyback i.e. up to INR 600,00,00,000/- (Indian Rupees Six Hundred Crores only) does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023;
- m) the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 59,70,149 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as at March 31, 2023;
- n) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- o) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- p) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and /or the Buyback Regulations and any other applicable laws;
- q) the Buyback shall be completed within a period of one year from the date of passing of the Board resolution approving the Buyback;
- r) there is no pendency of any scheme of amalgamation or compromise or arrangement

pursuant to the provisions of the Companies Act, as on date;

- s) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations;
- t) the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the stock exchanges;
- u) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies; and
- v) as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of Board resolution approving the Buyback till the closing of the Buyback offer.

RESOLVED FURTHER THAT no information / material that is likely to have a bearing on the decision of investors has been suppressed or withheld and /or incorporated in the manner that would amount to a mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information has been suppressed or withheld and / or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of Board be and is hereby accorded for appointment of ICICI Securities Limited, having its registered office at ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India, as Manager to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT in order to meet the Company's obligation with respect to the Buyback, the Company shall earmark certain investments for the purpose of the Buyback. Mr. Dhaval N. Soni, Company Secretary or Mr. Vishal J. Gor, Sr. Vice President-Corporate Finance be and are hereby authorized severally to sign and submit a firm financing certificate, and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT in compliance with Regulation 20 of the Buyback Regulations, an escrow account designated as Zydus Lifesciences Limited Buyback 2024 ("**Escrow Account**") be opened with ICICI Bank Limited, a scheduled commercial bank ("**Escrow Agent**") for the purpose of Buyback and that any two of the following authorized signatories be and are hereby jointly authorized to finalise, sign and execute escrow agreement and issue escrow instructions with regards to this Escrow Account in accordance with Buyback Regulations and also carry out all incidental actions.

1. Mr. Vishal J. Gor, Sr. Vice President-Corporate Finance
2. Mr. Dhaval N. Soni, Company Secretary and Compliance Officer
3. Mr. Yatin K. Desai, General Manager-Corporate Finance

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, any two of the above named executives be and are hereby authorized jointly to operate the Escrow Account and

instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of the Board be and is hereby also accorded for appointment of ICICI Securities Limited as the Broker to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT the appointment of M/s Khaitan & Co as the legal advisors to the Company for the Buyback be and is hereby ratified at such fees and other terms and conditions as mutually agreed.

RESOLVED FURTHER THAT Link Intime India Private Limited be and is hereby appointed as the Registrar to the Buyback, on the terms and conditions as may be mutually decided, and is designated as the investors service centre, as required under Regulation 24(iii) of the Buyback Regulations.

RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the affidavit for declaration of solvency prepared in the prescribed form along with supporting documents, placed before the meeting be and is hereby approved, and that Mr. Pankaj R. Patel, Chairman and Dr. Sharvil P. Patel, Managing Director, be and are hereby authorized jointly to finalise and sign the same, for and on behalf of the Board, and Mr. Dhaval N. Soni, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to file the same with ROC and SEBI and or other concerned authorities, as may be necessary in accordance with applicable law.

RESOLVED FURTHER THAT a committee be constituted ("**Buyback Committee**") comprising of Mr. Pankaj R. Patel, Dr. Sharvil P. Patel, Mr. Ganesh N. Nayak and Mr. Mukesh M. Patel, directors of the Company, and that Mr Dhaval S. Soni shall act as the Secretary to the Buyback Committee. Further, the Buyback Committee is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper as the Buyback Committee may consider to be in the best interests of the Company and its shareholders, without any further approval of the Board, including but not limited to the following:

- a) seeking all regulatory approvals required for the Company to implement the Buyback, as applicable;
- b) appointing all intermediaries including but not limited to brokers, registrar, advertising agency, investor service centre, escrow bank, legal advisors, other advisors, depository participant, printers, consultants or representatives; if any, and settlement of terms of appointment including the remuneration for all such intermediaries / agencies / persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements / letters in respect thereof;
- c) opening, operating and closing all necessary accounts, including bank accounts (including Escrow Account and special account) and entering into agreements with and to give instructions in connection therewith and / or to delegate the operation of such accounts as required under applicable laws (including the Buyback Regulations), depository accounts (demat account / trading account / buyer broker account) and another account as may be necessary for the Buyback and deciding the authorized signatories for such accounts and for the purpose of payment and authorizing persons to operate the said accounts;

- d) entering into escrow arrangements as may be required by the Buyback Regulations and depositing and / or instructing the deposit of the requisite amount into escrow account and finalising the composition / combination of such deposit into escrow account in accordance with the provisions of the Buyback Regulations and the escrow arrangement;
- e) finalizing the terms and timeline of the Buyback including not limited to the schedule of activities, entitlement ratio, opening date and closing date of the offer period and the timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- f) dealing with the stock exchanges (including their clearing corporation) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars;
- g) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, extinguishment of the Equity Shares bought back by the Company and filing of necessary documents in relation to the same;
- h) arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;
- i) preparation, finalizing, signing and filing of public announcement, the letter of offer, all certifications and undertakings and any other document required in relation to the Buyback with the SEBI, ROC, the stock exchanges and other Appropriate Authorities;
- j) making all applications to the Appropriate Authorities for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- k) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities;
- l) uploading all required information such as details of the Equity Shares bought back on the website of the Company and filing the same with the stock exchanges as required under applicable law;
- m) affixing the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company;
- n) settling and resolving any queries raised by the SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback;

- o) authorising/ appointing persons to represent the Company, if required, before the ROC, SEBI, stock exchanges, or any other authority in connection with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required;
- p) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the Appropriate Authorities;
- q) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- r) giving such directions as may be necessary or desirable and settling any questions or difficulties whatsoever that may arise in relation to the Buyback
- s) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
- t) to give any information, explanation, declarations and confirmations in relation to the public announcement and any other advertisements, as may be required by the relevant authorities including SEBI;
- u) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- v) closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- w) to finalize and execute necessary certifications, confirmations, undertakings etc. that may be required to be provided on behalf of the Board in regard to the Buyback;
- x) to finalize, sign, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approval(s) and to represent the Company with the SEBI, stock exchanges, ROC, National Securities Depository Limited, Central Depository Services (India) Limited and any other regulatory authority in connection with the Buyback;
- y) to incur such other expenses as may be necessary with regard to the Buyback including fees to be paid to SEBI / other regulatory authorities, registrar's fees, fees for demat escrow agent and other intermediaries, fee for any consultants / advisers that may be hired, publication expenses, postage expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. and such other expenses that may be necessary or incidental in this regard.
- z) dating, making alterations to, additions to, deletions to, variations to, amendments or corrections to and issuing and filing with appropriate statutory/other authorities, the public announcement, draft letter of offer, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates (if any), and other documents required in connection with the Buyback and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable law and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board; and

aa) doing such other acts, deeds, matters, or things, and executing such documents, forms, letters, confirmations, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any 2 members and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

RESOLVED FURTHER THAT subject to the relevant provisions of the Act, the Buyback Committee is permitted to pass any resolution by circulation and the resolution passed by circulation shall have the same effect and force as if the resolutions have been passed in the meeting of the Buyback Committee.

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time.

RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Buyback Committee for the purpose shall have the same effect as if done by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or any obligation on the Company or the Board to buyback any Equity Shares or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT any director of the Company and Mr. Dhaval N. Soni, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file necessary e-forms with the ROC and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees, etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary.

RESOLVED FURTHER THAT Mr. Dhaval N. Soni, Company Secretary & Compliance Officer of the Company, be and is hereby authorised to represent the Company before the Ministry of Corporate Affairs, SEBI, the stock exchanges, any regulatory/ statutory bodies/ authorities or any other agencies connected with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified by Mr. Dhaval N. Soni, Company Secretary & Compliance Officer of the Company, be forwarded to concerned persons/ authority as may be required.”

Unquote

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on February 13, 2024 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of Board Meeting (i.e., February 9, 2024):

Publication	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Financial Express	Gujarati	Ahmedabad edition

The Company will publish further notices or corrigenda, if any relating to the Public Announcement, in the abovementioned newspapers.

A copy of the Public Announcement is available on the websites of the Company at (www.zydustrade.com), the Manager to the Buyback at (www.icicisecurities.com), SEBI at (www.sebi.gov.in) and the Stock Exchanges at (www.bseindia.com) and (www.nseindia.com).

6. DETAILS OF THE BUYBACK

- 6.1 The Board of Directors, at its meeting held on February 9, 2024, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the proposal for the buyback of not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares, representing 0.59% of the total number of Equity Shares in the paid-up equity share capital of the Company, at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share (“**Buyback Price**”) payable in cash for an aggregate amount not exceeding INR 600,00,00,000/- (Indian Rupees six hundred crore only) (“**Buyback Size**”) from all of the Equity Shareholders/ Beneficial Owners, including the members of the Promoter Group, who hold Equity Shares as of the Record Date on a proportionate basis through “Tender Offer” route as prescribed under the Buyback Regulations, Companies Act, rules framed thereunder including the Share Capital Rules and Management Rules, to the extent applicable, and the Listing Regulations (“**Buyback**”).
- 6.2 The Buyback Size represents 5.28% and 3.33% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company, under the board approval route as per the provisions of the Companies Act and Buyback Regulations. Further, as the Company proposes to buyback not exceeding 59,70,149 (Fifty Nine Lakh Seventy Thousand One Hundred and Forty Nine) Equity Shares, representing 0.59% of the total number of Equity Shares in the paid-up share capital of the Company as per its

latest audited standalone and consolidated financial statements as at March 31, 2023, the same is also within the 25% limit as per the provisions of the Companies Act and Buyback Regulations.

- 6.3 The Buyback Size does not include Transaction Costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.
- 6.4 The Buyback is in accordance with Article 14 of the Articles of Association and Sections 68, 69, 70, and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars, and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, NSE, BSE and/ or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 6.5 The Equity Shares are listed on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from all the Eligible Shareholders through the Tender Offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified by SEBI Circulars. In this regard, the Company will request the Stock Exchanges to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.
- 6.6 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.
- 6.7 The Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.
- 6.8 The Buyback from the Eligible Shareholders who are Non-Resident Shareholders, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and that such approvals shall be required to be taken by such Non-Resident Shareholders.
- 6.9 The aggregate shareholding of the members of the Promoter Group and persons in control of the Company as on the date of the Public Announcement and this Letter of Offer is as follows:

Sr No.	Name	No. of Equity Shares held	% shareholding
1.	Zyduş Family Trust ⁽¹⁾	75,87,88,706	74.96
2.	Pripan Investment Private Limited	17,821	0.00
3.	Pankaj Ramanbhai Patel	14,851	0.00
4.	Pankaj Ramanbhai Patel ⁽²⁾	14,851	0.00

Sr No.	Name	No. of Equity Shares held	% shareholding
5.	Pankaj Ramanbhai Patel ⁽³⁾	14,851	0.00
6.	Sharvil Pankajbhai Patel	14,851	0.00
7.	Pankaj Ramanbhai Patel HUF ⁽⁴⁾	29,702	0.00
8.	Pritiben Pankajbhai Patel	14,851	0.00
9.	Shivaniben Pranavbhai Patel	14,851	0.00
10.	Taraben Patel Family Will Trust ⁽⁵⁾	14,851	0.00
Total		75,89,40,186	74.98

Notes:

- (1) Pankaj R. Patel, Sharvil P. Patel and Pritiben P. Patel are the trustees of Zydu Family Trust.
(2) Shares held as a karta of Pankaj R. Patel Smaller HUF.
(3) Shares held as a trustee of R B Patel Will Pankaj Trust.
(4) Pankaj R. Patel is the karta of Pankaj Ramanbhai Patel HUF.
(5) Pankaj R. Patel and Sharvil P. Patel are the trustees of Taraben Patel Family Will Trust.

- 6.10 In terms of the Buyback Regulations, under the Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company, *vide* their letters dated February 9, 2024, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.
- 6.11 The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Director except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.
- 6.12 Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights in the Company of the members of the Promoter Group and persons in control of the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Entitlement, the aggregate shareholding of the members of the Promoter Group and the persons in control of the Company, post Buyback will increase to 75.04% of the post Buyback equity share capital of the Company. For further details, please refer to paragraph 13.6 of this Letter of Offer.
- 6.13 The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. On the basis of the data available as on the Record Date, if all Eligible Shareholders (including the members of the Promoter Group) tender their Equity Shares in the Buyback to the extent of their Entitlement, then the thresholds prescribed for minimum public shareholding may be breached. The members of the Promoter Group, *vide* their letters dated February 27, 2024, have confirmed that, if the thresholds prescribed for minimum public shareholding are breached pursuant to the Buyback, they shall reduce their shareholding in the Company, through any of the means permitted under applicable law, to the extent required to restore the minimum public shareholding in the Company within a period of 90 (ninety) days from the date of expiry of

the Buyback Period (i.e., the timeline set out in the proviso to Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended).

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 14 of the Articles of Association of the Company and Sections 68, 69, 70, and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars, and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, NSE, BSE and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board. The Board, at its meeting held on February 9, 2024, passed a resolution approving the Buyback.

8. NECESSITY FOR THE BUYBACK

The Buyback is a capital allocation decision taken by the Company. The Buyback will help the Company to distribute a part of the surplus cash to its shareholders holding Equity Shares thereby, optimizing returns to the shareholders and enhancing the overall shareholders' value in longer term and improving the return on equity.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1 We believe that the Buyback is not likely to cause any impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have been otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback (excluding Transaction Costs) would be not exceeding INR 600,00,00,000/- (Indian Rupees six hundred crore only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments. With a likely reduction in the equity share capital base, the Buyback will likely improve the return on net worth or return on equity ratio.
- 9.2 We believe that the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.
- 9.3 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.4 The aggregate shareholding of the members of the Promoter Group and person in control of the Company as on the date of the Public Announcement and this Letter of Offer is as follows:

Sr No.	Name	No. of Equity Shares held	% shareholding
1.	Zybus Family Trust ⁽¹⁾	75,87,88,706	74.96
2.	Pripan Investment Private Limited	17,821	0.00
3.	Pankaj Ramanbhai Patel	14,851	0.00

Sr No.	Name	No. of Equity Shares held	% shareholding
4.	Pankaj Ramanbhai Patel ⁽²⁾	14,851	0.00
5.	Pankaj Ramanbhai Patel ⁽³⁾	14,851	0.00
6.	Sharvil Pankajbhai Patel	14,851	0.00
7.	Pankaj Ramanbhai Patel HUF ⁽⁴⁾	29,702	0.00
8.	Pritiben Pankajbhai Patel	14,851	0.00
9.	Shivaniben Pranavbhai Patel	14,851	0.00
10.	Taraben Patel Family Will Trust ⁽⁵⁾	14,851	0.00
Total		75,89,40,186	74.98

Notes:

(1) Pankaj R. Patel, Sharvil P. Patel and Pritiben P. Patel are the trustees of Zydus Family Trust.

(2) Shares held as a karta of Pankaj R. Patel Smaller HUF.

(3) Shares held as a trustee of R B Patel Will Pankaj Trust.

(4) Pankaj R. Patel is the karta of Pankaj Ramanbhai Patel HUF.

(5) Pankaj R. Patel and Sharvil P. Patel are the trustees of Taraben Patel Family Will Trust.

9.5 Intention of members of the Promoter Group and persons in control of the Company to participate in the Buyback:

In terms of the Buyback Regulations, under Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company, *vide* their letters dated February 9, 2024, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

9.6 The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

9.6.1 Zydus Family Trust

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on June 30, 2001 ⁽¹⁾	-	5	-	-	2,95,50,482
November 1, 2003 to November 30, 2003	Purchased shares from open market	5	366.66 ⁽²⁾	Cash	3,05,190
December 1, 2003 to December 31, 2003	Purchased shares from open market	5	380.94 ⁽²⁾	Cash	1,04,327
July 27, 2004	Received as gift	5	-	-	90,000
August 5, 2004 and August 6, 2004	Purchased shares from open market	5	472.57 ⁽²⁾	Cash	48,439
August 18, 2004 and August 19, 2004	Received as gift	5	-	-	1,50,94,686
August 20, 2004 to August 28, 2004	Purchased shares from open market	5	490.89 ⁽²⁾	Cash	28,301
September 13, 2006	Bonus issue (1:1)	5	-	-	4,52,21,425
June 27, 2008	Transferred pursuant to	5	-	Other than cash	(9,00,00,000)

	Scheme of Arrangement				
December 1, 2008 to December 31, 2008	Purchased shares from open market	5	260.68 ⁽²⁾	Cash	11,508
January 1, 2009 to January 31, 2009	Purchased shares from open market	5	268.36 ⁽²⁾	Cash	3,86,256
February 1, 2009 to February 19, 2009	Purchased shares from open market	5	262.96 ⁽²⁾	Cash	45,328
February 20, 2009	Issued pursuant to Scheme of Arrangement	5	-	Other than cash	10,08,85,205
February 24, 2009 and February 25, 2009	Purchased shares from open market	5	265.03 ⁽²⁾	Cash	7,016
March 1, 2009 to March 31, 2009	Purchased shares from open market	5	253.13 ⁽²⁾	Cash	70,532
April 1, 2009 to April 30, 2009	Purchased shares from open market	5	274.80 ⁽²⁾	Cash	72,836
June 9, 2009	Purchased shares from open market	5	337.03	Cash	50,000
July 1, 2009	Purchased shares from open market	5	378.08	Cash	100
September 24, 2009	Purchased shares from open market	5	486.55	Cash	1,00,000
April 14, 2010	Bonus issue (1:2)	5	-	-	5,10,35,815
October 8, 2015	Split (from INR 5/- to INR 1/-) ⁽³⁾	1	-	-	76,55,37,230
September 1, 2019 to September 30, 2019	Purchased shares from open market	1	224.87 ⁽²⁾	Cash	8,44,204
July 15, 2022	Buy back	1	650.00	Cash	(75,92,728)
Total					75,87,88,706

Notes:

(1) Details prior to June 30, 2001 are not available.

(2) Average price at which the Equity Shares were purchased during the relevant period.

(3) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 15,31,07,446 equity shares of the Company each having face value of INR 5/- were split into 76,55,37,230 equity shares of the Company having face value of INR 1/- each.

9.6.2 Pripan Investment Private Limited

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on June 30, 2003 ⁽¹⁾	-	5	-	-	1,200
September 15, 2006	Bonus issue (1:1)	5	-	-	1,200
April 5, 2010	Bonus issue (1:2)	5	-	-	1,200
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	18,000
July 15, 2022	Buy back	1	650.00	Cash	(179)
Total					17,821

Notes:

(1) Details prior to June 30, 2003 are not available.

(2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,600 equity shares of the Company each having face value of INR 5/- were split into 18,000 equity shares of the Company having face value of INR 1/- each.

9.6.3 Pankaj R. Patel

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on February 21, 2000 ⁽¹⁾	-	5	-	-	17,87,990
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(17,86,990)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

(1) Details prior to February 21, 2000 are not available.

(2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

9.6.4 Pankaj R. Patel Smaller HUF⁽³⁾

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on February 20, 2000 ⁽¹⁾	-	5	-	-	9,04,262
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(9,03,262)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

(1) Details prior to February 20, 2000 are not available.

(2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

(3) Shares are held by Pankaj R. Patel as a karta.

9.6.5 R B Patel Will Pankaj Trust⁽³⁾

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on February 21, 2000 ⁽¹⁾	-	5	-	-	14,06,624
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(14,05,624)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000

April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

- (1) Details prior to February 21, 2000 are not available.
- (2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.
- (3) Shares are held by Pankaj R. Patel as a trustee.

9.6.6 Sharvil P. Patel

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on September 30, 2001 ⁽¹⁾	-	5	-	-	31,65,524
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(31,64,524)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

- (1) Details prior to September 30, 2001 are not available.
- (2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

9.6.7 Pankaj Ramanbhai Patel HUF

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on February 20, 2000 ⁽¹⁾	-	5	-	-	8,29,292
October 20, 2001	Received from R B Patel HUF on devolution	5	-	-	6,88,262
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(15,16,554)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
March 26, 2018	Purchased from open market	1	388.13	Cash	15,000
July 15, 2022	Buy back	1	650.00	Cash	(298)
Total					29,702

Notes:

- (1) Details prior to February 20, 2000 are not available.
- (2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

9.6.8 Pritiben P. Patel

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on September 30, 2001 ⁽¹⁾	-	5	-	-	24,98,192
August 18, 2004	Gift to Zydus Family Trust	5	-	-	(24,97,192)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

- (1) Details prior to September 30, 2001 are not available.
- (2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

9.6.9 Shivaniben P. Patel

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
Balance as on September 30, 2001 ⁽¹⁾	-	5	-	-	4,67,392
August 18,2004	Gift to Zydus Family Trust	5	-	-	(4,66,392)
September 15, 2006	Bonus issue (1:1)	5	-	-	1,000
April 5, 2010	Bonus issue (1:2)	5	-	-	1,000
October 6, 2015	Split (from INR 5/- to INR 1/-) ⁽²⁾	1	-	-	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

Notes:

- (1) Details prior to September 30, 2001 are not available.
- (2) Pursuant to a shareholders' resolution dated September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 3,000 equity shares of the Company each having face value of INR 5/- were split into 15,000 equity shares of the Company having face value of INR 1/- each.

9.6.10 Taraben Patel Family Will Trust

Date of Acquisition/ Sale	Nature of transaction	Face Value (in INR)	Issue price/ transfer price per Equity Share (in INR)	Consideration (Cash, other than cash etc.)	Number of Equity Shares acquired/ (sold)
November 16, 2016	Transmission of shares on demise of Taraben Patel as per will	1	-	Other than cash	15,000
July 15, 2022	Buy back	1	650.00	Cash	(149)
Total					14,851

- 9.7 The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Director except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- 9.8 Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including the members of the Promoter Group, the aggregate shareholding and the voting rights of the members of the Promoter Group, may increase to 75.04% post Buyback from the current pre Buyback shareholding of 74.98%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 24.96% post Buyback from the current pre Buyback shareholding of 25.02%. The members of the Promoter Group are already in control over the Company and therefore any further increase in the voting rights of the members of the Promoter Group will not result in any change in control of the Company.
- 9.9 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of the members of the Promoter Group would undergo a change. Please refer to paragraph 13.6 for further details.
- 9.10 The debt-equity ratio post Buyback on standalone as well as consolidated basis will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders.
- 9.11 The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback.
- 9.12 The Company shall not undertake the Buyback unless it has obtained prior consent of its lenders, in case of breach of any covenant with such lenders. The Company confirms that the covenants with its lenders are not being breached pursuant to the Buyback and accordingly the Company does not require any consent from its lenders for undertaking the Buyback.
- 9.13 Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of 1 (one) year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to

the Eligible Shareholders who have accepted the Buyback, except in discharge of its subsisting obligations. Further, the Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Shareholders who have accepted the Buyback. The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

- 9.14 As per Regulation 24(i)(e) of the Buyback Regulations, the members of the Promoter Group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including by way of inter-se transfer of Equity Shares among the members of the Promoter Group) from the date of Board Meeting till the closing of the Buyback offer.
- 9.15 Salient financial parameters consequent to the Buyback based on standalone and consolidated audited financial statement of the Company for the financial year ended March 31, 2023 are set forth below:

Parameter	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback ⁽¹⁾	Pre-Buyback	Post-Buyback ⁽¹⁾
Networth (in INR Million)	1,36,394	1,30,394	1,75,158	1,69,158
Return on Networth (%)	11.38	11.91	11.36	11.77
Basic Earnings per share (INR)	15.06	15.20	19.30	19.48
Book value per share (INR)	112.23	112.88	178.04	179.06
Price/ Earnings Ratio	32.64	32.34	25.47	25.23
Total Debt/Equity Ratio	0.35	0.37	0.07	0.07
Total Debt/ Net Worth	0.35	0.37	0.07	0.07

Note:

- (1) The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on buy back of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of buyback.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per share	Net Profit attributable to equity shareholders of the Company / Weighted average number of equity shares outstanding during the year
Book value per share	(Paid-up Equity Share capital + Free Reserves and Surplus) / Number of equity shares subscribed outstanding at year end
Total Debt-Equity Ratio	Total Debt includes non-current borrowings (including current maturities) and current borrowings/ Net Worth
Return on Net Worth (%)	Net Profit After Tax attributable to the owners of the Company / Average Net Worth excluding revaluation reserves
Average Net worth	(Net worth of the Group for current year + Net worth of the Group for immediately preceding year) / 2

Price / Earning ratio	Closing market price on BSE as at March 31, 2023 / Basic Earnings Per Share for the financial year 2022-2023
Net Worth	Net worth represents the net equity of the Group excluding non-controlling interest

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1 The Equity Shares are proposed to be bought back at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share.
- 10.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share, the trends in the volume weighted average prices and the closing price of the Equity Shares at the Stock Exchanges where the Equity Shares are listed.
- 10.3 The Buyback Price represents:
- 10.3.1 premium of 35.1% on NSE and 34.7% on BSE over the volume weighted average market price of the Equity Shares during the 2 (two) weeks period preceding the date of prior intimation to the Stock Exchanges of the date of the Board Meeting wherein proposal of the Buyback was proposed and approved ("**Intimation Date**").
- 10.3.2 premium of 49.7% on NSE and 48.8% on BSE over the volume weighted average market price of the Equity Shares during the 3 (three) months period preceding the Intimation Date.
- 10.3.3 premium of 48.8% on NSE and 48.3% on BSE over the volume weighted average market price of the Equity Shares during the 60 (sixty) trading days period preceding the Intimation Date.
- 10.3.4 premium of 24.8% on NSE and 24.8% on BSE over the closing price of the Equity Shares as on the date of the Board Meeting.
- 10.4 The closing market price of the Equity Shares on NSE and BSE as on the day preceding the Intimation Date was INR 761.15/- (Indian Rupees seven hundred and sixty one and paise fifteen only) and INR 761.55/- (Indian Rupees seven hundred and sixty one and paise fifty five only), respectively, and as on the date of the Board Meeting was INR 805.05/- (Indian Rupees eight hundred and five and paise five only) and INR 805.60/- (Indian Rupees eight hundred and five and paise sixty only), respectively.
- 10.5 The Buy-back Price is above the book value per Equity Share of the Company, which for the financial year ended on the basis of audited standalone and consolidated financial statements, as at March 31, 2023 was INR 112.23 per Equity Share and INR 179.10 per Equity Share, respectively.
- 10.6 For trends in the market price of the Equity Shares, please refer to paragraph 16 (*Stock Market Data*) of this Letter of Offer. For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, please refer to paragraph 9.15 of this Letter of Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 The maximum amount required for Buyback will not exceed INR 600,00,00,000/- (Indian Rupees six hundred crore only) (excluding Transaction Costs). The Buyback Size constitutes 5.28% and 3.33% of the aggregate of the total paid-up share capital and free reserves, as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively, which is within the statutory limit of 10% of the total paid-up equity capital and free reserves of the Company as at March 31, 2023 and is in compliance with Regulation 4(i) of the Buyback Regulations and Section 68(2) of the Companies Act.
- 11.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves (retained earnings) of the Company and/ or such other sources as may be permitted by law. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback. The Company does not intend to raise additional debt for the explicit purposes of the Buyback.
- 11.3 This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.
- 11.4 The Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

12. DETAILS OF ESCROW ACCOUNT AND AMOUNT TO BE DEPOSITED THEREIN AND FIRM FINANCIAL ARRANGEMENT

- 12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement has been entered into amongst the Company, Manager to the Buyback and the Escrow Agent on February 14, 2024.
- 12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, an Escrow Account in the name and style “**Zydus Lifesciences Limited Buyback Issue Account 2024**” bearing account number 000405156913 has been opened with the Escrow Agent, namely, ICICI Bank Limited having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat - 390007 acting through its branch situated at ICICI Bank Ltd, Capital Markets Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai. The Company has deposited an amount of INR 75,00,00,000/- (Indian Rupees seventy five crore only) in the Escrow Account in cash i.e., an amount equivalent to the aggregate of 25% of INR 100 crore and 10% of the Buyback Size beyond INR 100 crore, by way of security for fulfilment of its obligations under the Buyback, in compliance with the provisions under Regulation 9(xi) of the Buyback Regulations. In accordance with the Buyback Regulations, the Manager to the Buyback has been empowered to operate the Escrow Account.
- 12.3 The Company has adequate and firm financial resources to fulfil the obligations under the Buyback. Karnik K. Shah (Membership No. 129675), partner at Mukesh M. Shah & Co, Chartered Accountants (Firm Registration No. 106625W) having its office at 7th Floor, Heritage Chambers, Behind Bikanerwala Sweets, Near Azad Society, Nehru Nagar, Ahmedabad – 380015 (Tel. No.: +91 98795 59200 / +91 99136 26712) has certified through its certificate dated February 9, 2024 (“**Certificate**”) that the Company has adequate and firm financial resources for undertaking and fulfilling all its obligations arising out of or in relation to the

Buyback, in accordance with the Buyback Regulations. Further, it has also been certified in the Certificate that the investments earmarked by the Company for the purpose of the Buyback are liquid (i.e., there is no lock-in applicable on any of the investments) and are free from any liens and do not have exit load. The Company will be utilizing such earmarked investments for undertaking and fulfilling its obligations under the Buyback.

- 12.4 Based on the Certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1 The present capital structure of the Company as on date of this Letter of Offer is as follows:

Parameters	Pre-Buyback
Authorised Share Capital	
1,725,000,000 Equity Shares of INR 1/- each	INR 1,725,000,000
Total	INR 1,725,000,000
Issued, Subscribed and Fully Paid-Up Share Capital	
101,22,04,139 Equity Shares of INR 1/- each	INR 101,22,04,139
Total	INR 101,22,04,139

- 13.2 Assuming full acceptance in the Buyback of 59,70,149 Equity Shares, the capital structure post Buyback would be as follows:

Parameters	Post-Buyback ⁽¹⁾
Authorised Share Capital	
1,725,000,000 Equity Shares of INR 1/- each	INR 1,725,000,000
Total	INR 1,725,000,000
Issued, Subscribed and Fully Paid-Up Share Capital	
100,62,33,990 Equity Shares of INR 1/- each	INR 100,62,33,990
Total	INR 100,62,33,990

Note:

- (1) The post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

- 13.3 As on the date of the Letter of Offer, the Equity Shares are fully paid up and there are no partly paid-up equity shares.
- 13.4 As on the date of the Letter of Offer, there are no convertible debentures or preference shares or any other convertible instruments of the Company.
- 13.5 Details of buyback programmes undertaken by the Company in the last 3 (three) years are given below:

Sr No.	Opening Date	Closing Date	Method of buyback	Equity Shares bought back
1.	June 23, 2022	July 6, 2022	Tender offer	1,15,38,461

Note: The Company undertook the previous buyback in 2022, for which the date of expiry of the buyback period, i.e. the date of payment of consideration to the shareholders, was July 15, 2022. Accordingly, the Company is in

compliance with Section 68(2)(g) of the Companies Act and Regulation 4(vii) of the Buyback Regulations for the Buyback.

- 13.6 The shareholding pattern of the Company before the Buyback (i.e., as on the Record Date), and after the Buyback (assuming full acceptance of 59,70,149 Equity Shares in the Buyback), is as follows:

Category of Shareholder	No. of Shares Pre - Buyback	% to the existing equity share capital	No. of Shares -Post Buyback ⁽¹⁾	% to the Post Buyback equity share capital
Promoters and persons acting in concert (A)	75,89,40,186	74.98	75,50,97,328	75.04%
Shareholding of the Non Promoter(s) (B)				
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies	5,38,38,112	5.32	} 25,11,36,662	24.96%
Financial Institutions/ Banks/ Mutual Funds/ Insurance/ Government Companies	13,05,39,837	12.90		
Others (Individuals, Bodies Corporate, Employees, etc.)	6,88,86,004	6.81		
Total (A+B)	1,012,204,139	100.00	100,62,33,990	100.00

Note:

(1) Assuming the full Acceptance of 59,70,149 Equity Shares in the Buyback in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

- 13.7 The aggregate shareholding in the Company of (a) the members of the Promoter Group and persons in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group; and (c) the Directors and key managerial personnel of the Company, as on the date of the Public Announcement, is as follows:

- 13.7.1 aggregate shareholding of the members of the Promoter Group and persons in control of the Company in the Company:

Sr No.	Name	No. of Equity Shares held	% shareholding
1.	Zydus Family Trust ⁽¹⁾	75,87,88,706	74.96
2.	Pripan Investment Private Limited	17,821	0.00
3.	Pankaj Ramanbhai Patel	14,851	0.00
4.	Pankaj Ramanbhai Patel ⁽²⁾	14,851	0.00
5.	Pankaj Ramanbhai Patel ⁽³⁾	14,851	0.00
6.	Sharvil Pankajbhai Patel	14,851	0.00
7.	Pankaj Ramanbhai Patel HUF ⁽⁴⁾	29,702	0.00
8.	Pritiben Pankajbhai Patel	14,851	0.00
9.	Shivaniben Pranavbhai Patel	14,851	0.00
10.	Taraben Patel Family Will Trust ⁽⁵⁾	14,851	0.00
Total		75,89,40,186	74.98

Notes:

- (1) Pankaj R. Patel, Sharvil P. Patel and Pritiben P. Patel are the trustees of Zyodus Family Trust.
(2) Shares held as a karta of Pankaj R. Patel Smaller HUF.
(3) Shares held as a trustee of R B Patel Will Pankaj Trust.
(4) Pankaj R. Patel is the karta of Pankaj Ramanbhai Patel HUF.
(5) Pankaj R. Patel and Sharvil P. Patel are the trustees of Taraben Patel Family Will Trust.

13.7.2 aggregate shareholding of the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group in the Company:

Sr No.	Name of Company/ Trust forming part of the Promoter Group	Name of the Director/ Trustee	No. of Equity Shares	% shareholding
1.	Pripan Investment Private Limited	Pankaj R. Patel	75,88,77,812 ⁽¹⁾	74.97 ⁽¹⁾
		Sharvil P. Patel	14,851	0.00
2.	Zyodus Family Trust	Pankaj R. Patel	Same as mentioned in point 1 above.	
		Sharvil P. Patel		
		Pritiben P. Patel	14,851	0.00
3.	Taraben Patel Family Will Trust	Pankaj R. Patel	Same as mentioned in point 1 above	
		Sharvil P. Patel		
4.	R B Patel Will Pankaj Trust	Pankaj R. Patel	Same as mentioned in point 2 above.	
		Sharvil P. Patel		
		Pritiben P. Patel		

Note:

- (1) This includes (a) 75,87,88,706 shares held as a trustee of Zyodus Family Trust; (b) 29,702 shares held as a karta of Pankaj R. Patel HUF; (c) 14,851 shares held as a trustee of R B Patel Will Pankaj Trust; (d) 14,851 shares held as a karta of Pankaj R. Patel Smaller HUF; (e) 14,851 shares held as a trustee of Taraben Patel Family Will Trust; and (f) 14,851 shares held in individual capacity.

13.7.3 aggregate shareholding of the Directors and key managerial personnel of the Company in the Company:

Sr. No.	Name	Designation	No. of Equity Shares	% shareholding
1.	Pankaj R. Patel	Chairman	As mentioned in the table at paragraph 13.7.2 above	
2.	Sharvil P. Patel	Managing Director		
3.	Ganesh N. Nayak	Executive Director	2,50,211	0.02
4.	Mukesh M. Patel	Non-executive Director	11,874	0.00
5.	Nitin R. Desai	Independent Director	4,67,270	0.05
6.	Dhaval N. Soni	Company Secretary	1	0.00

Note: Apart from the above, none of the other directors and key managerial personnel of the Company hold any Equity Shares of the Company.

13.8 No Equity Shares or other specified securities in the Company were either purchased or sold by (a) the members of the Promoter Group and persons who are in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group; and (c) directors and key managerial personnel of the Company, during a period of 6 (six) months preceding the date of the Board Meeting, and during the period of 12 (twelve) months preceding the date of the Public Announcement.

13.9 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including all members of the Promoter Group who have expressed their intention to participate, the aggregate shareholding of the members of the Promoter Group, post Buyback may increase to 75.04% from 74.98%.

13.10 There is no ongoing scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.

14. BRIEF INFORMATION OF THE COMPANY

14.1 The Company was incorporated as Cadila Healthcare Private Limited on May 15, 1995 as a private limited company under the provisions of the Companies Act, 1956. The Company converted to a public limited company and its name was changed from Cadila Healthcare Private Limited to Cadila Healthcare Limited on July 17, 1996. Subsequently, the name of the Company was changed to its present name i.e., 'Zydus Lifesciences Limited' on February 24, 2022. The registered office of the Company was initially situated at Zydus Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380015. With effect from August 9, 2019, the registered office of the Company is presently situated at Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle, Ahmedabad- 382 481, Gujarat, India.

14.2 The Equity Shares were listed at NSE (code: ZYDUSLIFE) on 18 April 2000 and BSE (scrip code: 532321) on 27 April 2000. The ISIN of the Equity Shares is INE010B01027.

14.3 The paid-up equity share capital of the Company for the year ended March 31, 2023 was INR 101,22,04,139/- (Indian Rupees one hundred and one crore twenty two lakh four thousand one hundred and thirty nine only) and total free reserves for the year ended March 31, 2023 was INR 11,256 crore (Indian Rupees eleven thousand two hundred and fifty six crore only), on a standalone basis.

14.4 History and Growth of Business:

The Company is engaged in the business of manufacturing, marketing, research and development, import and export of drugs and pharmaceutical products. The Company has 32 manufacturing facilities/ plants/ factories in India. The Company also has 6 research and development centres in India for generic formulations, API, vaccines, biologics, new chemical entity across multiple dosage forms.

14.5 Financial Growth:

For the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the Company recorded, on a standalone basis, total income of INR 9,553 crore, INR 8,161 crore and INR 7,870 crore, respectively. The net profit after tax for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 was INR 1,529 crore, INR 858 crore and INR 1,476 crore, respectively. For the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the Company recorded, on a consolidated basis, total income of INR 17,708 crore, INR 15,490 crore and INR 14,449 crore, respectively. The net profit after tax (attributable to owners of the Company) for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 was INR 1,960 crore, INR 4,487 crore and INR 2,134 crore, respectively. For further details on financial information about the Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, refer to paragraph 15 (*Financial Information about the Company*) of this Letter of Offer.

14.6 Following is the equity share capital history of the Company since inception:

Date of allotment/date when fully paid-up/date of change	No. of Equity Shares	Face value per Equity Share (in INR)	Issue price per Equity Share (in INR)	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative no. of Equity Shares	Cumulative paid up equity share capital (in INR)
May 15, 1995	200	10	10	Cash ⁽¹⁾	200	2,000
June 11, 1996	500	10	10	Cash ⁽²⁾	700	7,000
September 1, 1997	1,48,84,423	10	-	Scheme of Arrangement and Amalgamation of Cadila Group of Companies ⁽³⁾	1,48,85,123	14,88,51,230
June 29, 1998	74,42,553	10	-	Bonus ⁽⁴⁾	2,23,27,676	22,32,76,760
August 17, 1998	8	10	-	Bonus ⁽⁵⁾	2,23,27,684	22,32,76,840
January 5, 2000	4,46,55,368	5	-	Sub-division ⁽⁶⁾	4,46,55,368	22,32,76,840
February 29, 2000 and March 16, 2000	1,48,86,000	5	245	Issue of shares on initial public offer ⁽⁷⁾	5,95,41,368	29,77,06,840
September 16, 2003	32,65,486	5	-	Scheme of Amalgamation ⁽⁸⁾	6,28,06,854	31,40,34,270
September 5, 2006	6,28,06,854	5	-	Bonus ⁽⁹⁾	12,56,13,708	62,80,68,540
February 7, 2009	(9,00,00,000)	5	-	Composite Scheme of Arrangement ⁽¹⁰⁾	3,56,13,708	17,80,68,540
February 7, 2009	10,08,85,305	5	-	Composite Scheme of Arrangement ⁽¹⁰⁾	13,64,99,013	68,24,95,065
April 9, 2010	6,82,49,507	5	-	Bonus ⁽¹¹⁾	20,47,48,520	102,37,42,600
October 8, 2015	102,37,42,600	1	-	Sub-division ⁽¹²⁾	102,37,42,600	102,37,42,600
July 19, 2022	(1,15,38,461)	1	-	Buyback ⁽¹³⁾	101,22,04,139	101,22,04,139
Total					101,22,04,139	101,22,04,139

Notes:

- (1) 200 equity shares were allotted to the initial subscribers to the Memorandum of Association and Articles of Association.
- (2) Further allotment to Taraben R. Patel, Pritiben P. Patel, Mukesh R. Patel, Giraben R. Patel and Dr. Yatin J. Desai.
- (3) 1,48,84,223 equity shares of the Company, each having face value of INR 10/-, were issued and allotted on September 1, 1997, to the equity shareholders of Cadila Healthcare Private Limited pursuant to the scheme of arrangement and amalgamation of Cadila Laboratories Limited, Cadila Chemicals Limited, Cadila Antibodies Limited, Cadila Exports Limited, Cadila Veterinary Private Limited with Cadila Healthcare Private Limited and Cadila Pharmaceuticals Limited, sanctioned by Hon'ble High Court of Gujarat at Ahmedabad vide order dated August 16, 1997.
- (4) Pursuant to the resolution passed by the shareholders of the Company on June 29, 1998 (at the annual general meeting), the Company allotted 74,42,553 equity shares of the Company, each having face value of INR 10/-, as bonus shares in the ratio of 2:1 on June 29, 1998.
- (5) Issued from bonus fraction to Mrs. Pritiben P. Patel towards allotment of bonus shares out of consolidation of 16 fractional coupons, representing one half of the fractional coupons.
- (6) Pursuant to the resolution passed by the shareholders of the Company on January 5, 2000 (at the extra ordinary general meeting), the equity shares of the Company having face value of INR 10/- were split into 2 equity shares of

- the Company having face value of INR 5/- each. Accordingly, 2,23,27,684 equity shares of the Company each having face value of INR 10/- were split into 4,46,55,368 equity shares of the Company each having face value of INR 5/-.
- (7) Allotment made in the initial public offer of the Company. The shares of the Company were listed on NSE on 18 April 2000 and BSE on 27 April 2000. The details of allotment are as follows: (a) allotment via book building of 1,33,97,400 equity shares (90% of the initial public offer) on February 29, 2000 (deemed date of allotment); and (b) allotment of fixed price portion of 14,88,600 equity shares (10% of the initial public offer) on March 16, 2000.
- (8) 32,65,486 equity shares of the Company, each having face value of INR 5/-, were issued and allotted on September 16, 2003, to the equity shareholders of German Remedies Limited pursuant to the scheme of amalgamation of German Remedies Limited, Recon Healthcare Limited, Zydus Pathline Limited and Zoom Properties Limited with Cadila Healthcare Limited as approved by orders of the Hon'ble High Court of Gujarat, Hon'ble High Court of Mumbai and Hon'ble High Court of New Delhi vide orders dated June 10, 2003, June 27, 2003 and May 9, 2003 respectively.
- (9) Pursuant to the resolution passed by the shareholders of the Company on July 28, 2006 (at the annual general meeting), the Company allotted 6,28,06,854 equity shares of the Company, each having face value of INR 5/- as bonus shares in the ratio of 1:1 on September 5, 2006.
- (10) 10,08,85,305 equity shares of the Company, each having face value of INR 5/-, were issued and allotted on February 7, 2009, to the equity shareholders of the Company, and simultaneously, 9,00,00,000 equity shares of the Company, each having face value of INR 5/, were cancelled, pursuant to the composite scheme of arrangement between the Company, Zydus Wellness Limited and Zydus Hospitals and Medical Research Private Limited, sanctioned by Hon'ble High Court of Gujarat at Ahmedabad vide order dated October 23, 2008. Corresponding effect is addition of 1,08,85,305 equity shares, each having face value of INR 5/-, in the share capital of the Company.
- (11) Pursuant to the resolution passed by the shareholders of the Company on March 22, 2010 (at the extra ordinary general meeting), the Company allotted 6,82,49,507 equity shares of the Company, each having face value of INR 5/- as bonus shares in the ratio of 2:1 on April 9, 2010.
- (12) Pursuant to the resolution passed by the shareholders of the Company on September 22, 2015 (passed through postal ballot process), the equity shares of the Company having face value of INR 5/- were split into 5 equity shares of the Company having face value of INR 1/- each. Accordingly, 20,47,48,520 equity shares of the Company each having face value of INR 5/- were split into 102,37,42,600 equity shares of the Company each having face value of INR 1/-.
- (13) Pursuant to a resolution passed by the Board on May 20, 2022, the Company has bought back 1,15,38,461 Equity Shares at a price of INR 650/- per Equity Share, pursuant to the Buyback Regulations, and the same were extinguished on July 19, 2022.

14.7 The details of the Board of Directors of the Company as on the date of Public Announcement is as follows:

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
Pankaj R. Patel Occupation: Industrialist Age: 71 years DIN: 00131852	Chairman	M. Pharm from Gujarat University.	August 10, 2022	1. Bayer Cropscience Limited 2. Torrent Power Limited 3. Zydus Foundation 4. Invest India 5. Zydus Hospitals and Healthcare Research Private Limited 6. Western Ahmedabad Effluent Conveyance Private Limited 7. Cadmach Machinery Company Private Limited 8. Cadila Laboratories Private Limited 9. Zydus Takeda Healthcare Private Limited 10. Bayer Zydus Pharma Private Limited 11. Cadila Lifesciences Private Limited 12. Zydus Hospitals LLP 13. Zandra Herbs and Plantations LLP 14. Zandra Infrastructure LLP 15. Rajnigandha Developers LLP

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
				16. Yelena Hospitals LLP 17. Aleta Hospitals LLP 18. Mabs Biotech LLP 19. Vertius LLP
Sharvil P. Patel Occupation: Industrialist Age: 44 years DIN: 00131995	Managing Director and Key Managerial Personnel	Bachelor's Degree in Chemical and Pharmaceutical Sciences, University of Sunderland. Doctorate (P.hd) in Philosophy from University of Sunderland, United Kingdom.	August 11, 2023	1. Zydus Wellness Limited 2. Zydus Wellness Products Limited 3. Liva Investments Limited 4. Liva Nutritions Limited 5. Zydus Healthcare Limited 6. Zydus Foundation 7. Zydus Hospitals and Healthcare Research Private Limited 8. Western Ahmedabad Effluent Conveyance Private Limited 9. Cadmach Machinery Company Private Limited 10. Cadila Laboratories Private Limited 11. Cadila Lifesciences Private Limited 12. Zydus Hospitals LLP 13. Zandra Herbs and Plantations LLP 14. Zandra Infrastructure LLP 15. Aleta Hospitals LLP 16. Yelena Hospitals LLP 17. Mabs Biotech LLP 18. Rajnigandha Developers LLP
Ganesh N. Nayak Occupation: Service Age: 68 years DIN: 00017481	Executive Director and Key Managerial Personnel	Bachelor of Science, Mysore University. MBA from Newport University, California, USA. General Management Programme from Harvard Business School, Boston, USA.	August 11, 2023	1. Zydus Wellness Limited 2. Zydus VTEC Limited 3. Zydus Hospira Oncology Private Limited 4. Zydus Takeda Healthcare Private Limited 5. German Remedies Healthcare Private Limited 6. Bayer Zydus Pharma Private Limited
Mukesh M. Patel Occupation: Advocate Age: 70 years DIN: 00053892	Non-Executive Director	Graduate in Commerce and Law from Gujarat University.	August 10, 2022	1. Johnson Controls-Hitachi Air Conditioning India Limited 2. The Sandesh Limited 3. Force Motors Limited 4. Desai Brothers Limited 5. Cliantha Research Limited 6. Jade Blue Lifestyle India Limited 7. Desai Foods Private Limited 8. Gulmohar Greens-Golf and Country Club Limited 9. Riverside Spaces LLP 10. Solvius LLP
Apurva S. Diwanji Occupation: Advocate Age: 55 years DIN: 00032072	Independent Director	MA in Law, Downing College, Cambridge University, UK. BA (Econ), St. Xavier's College, Mumbai.	August 11, 2021	1. Hormaze Property Private Limited 2. TUV India Private Limited 3. Torrent Power Limited

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
				4. M/s Desai & Diwanji 5. Bombay Chamber of Commerce
Dharmishtaben N. Raval Occupation: Advocate Age: 68 years DIN: 02792246	Independent Director	B. Sc. from Gujarat University. LL.M from Gujarat University.	August 9, 2019	1. NOCIL Limited 2. Zydus Healthcare Limited 3. Zydus Wellness Products Limited 4. Zydus Wellness Limited 5. Sewa Bank Limited 6. DSP Trustee Private Limited
Nitin R. Desai Occupation: Industrialist Age: 79 years DIN: 00140239	Independent Director	Graduate in Civil Engineering, Sardar Patel University, Gujarat. Masters in Environmental Engineering from the University of Michigan, USA.	March 30, 2019	1. Desai Brothers Limited 2. Desons Finvest Private Limited 3. Konkan Medical Services Private Limited 4. Mahagujarat Sports and Recreation Foundation
Bhadresh K. Shah Occupation: Industrialist Age: 73 years DIN: 00058177	Independent Director	B. Tech in Metallurgy from IIT, Kanpur.	August 11, 2023	1. AIA Engineering Limited 2. Welcast Steels Limited 3. Avirat Finance Private Limited 4. AIA CSR Foundation
Akhil Monappa Occupation: Service Age: 47 years DIN: 09784366	Independent Director	MBA and MPA-ID degree from Harvard University, Cambridge, USA and Bachelor's degree in Science in Electrical Engineering from Georgia Tech, Atlanta, USA	November 29, 2022	1. YAZZ Limited 2. Zydus Wellness Limited
Upasana Konidela Occupation: Industrialist Age: 37 years DIN: 02781278	Independent Director	Degree in International Business Marketing & Management from Regents University, London, United Kingdom and did the Executive Education Programme at Harvard Business School, Boston, USA	November 29, 2022	1. Healthnet Global Limited 2. Apollo Health Resources Limited 3. Apollo Energy Company Limited 4. Family Health Plan Insurance TPA Limited 5. Lifetime Wellness Rx International Limited 6. Apollo Healthco Limited 7. Total Health 8. FHPL Technologies Private Limited 9. Apollo Telehealth Service Private Limited 10. Apokos Rehab Private Limited 11. Happ Tech Private Limited

14.8 The details of changes in Board of Directors during the last 3 (three) years preceding the date of the Public Announcement are as under:

Sr No	Name	Appointment/ Re-appointment/ Resignation/ Cessation	Effective Date	Reason
1.	Mukesh M. Patel	Re-appointment	August 11, 2021	Re-appointment as a non-executive director liable to retire by rotation

Sr No	Name	Appointment/ Re-appointment/ Resignation/ Cessation	Effective Date	Reason
2.	Apurva S. Diwanji	Re-appointment	August 11, 2021	Re-appointment as an independent director for a period of five years
3.	Ganesh N. Nayak	Re-appointment	August 11, 2021	Re-appointment as an executive director for a period of three years
4.	Sharvil P. Patel	Re-appointment	February 18, 2022	Re-appointment as the managing director for a period of five years
5.	Pankaj R. Patel	Re-appointment	August 10, 2022	Re-appointment as a non-executive director liable to retire by rotation
6.	Mukesh M. Patel	Re-appointment	August 10, 2022	Re-appointment as a non-executive director liable to retire by rotation
7.	Akhil Monappa	Appointment	November 29, 2022	Appointment as an independent director for a period of five years
8.	Upasana Konidela	Appointment	November 29, 2022	Appointment as an independent director for a period of five years
9.	Ganesh N. Nayak	Re-appointment	August 11, 2023	Re-appointment as a director liable to retire by rotation
10.	Sharvil P. Patel	Re-appointment	August 11, 2023	Re-appointment a director liable to retire by rotation
11.	Bhadresh K. Shah	Re-appointment	August 11, 2023	Re-appointment as an independent director for a period of five years

14.9 The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

14.10 No action has been taken by SEBI in the past against the members of the Promoter Group or Directors of the Company.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The brief audited financial information of the Company as extracted from the audited standalone results for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are provided below:

(Amount in INR Million)

Particulars	Audited		
	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Revenue from operations (includes Net gain on foreign currency transactions)	90,051	79,819	77,800
Other Income	5,484	1,787	893
Total Income	95,535	81,606	78,693
Total Expenses (excluding Interest, Depreciation & Amortisation, Tax)	65,507	60,638	54,713
Interest	2,782	1,349	709

Particulars	Audited		
	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Depreciation & Amortisation	4,886	4,787	4,511
Profit Before Exceptional Items and Tax	22,360	14,832	18,760
Exceptional Items	(-) 2,038	(-) 3,193	(-) 1,875
Profit Before Tax from continuing operations	20,322	11,639	16,885
Tax Expenses (including Deferred Tax)	5,030	3,060	2,123
Net Profit After Tax from continuing operations	15,292	8,579	14,762
Net Profit from discontinued operations (Net of tax)	-	-	-
Net Profit After Tax	15,292	8,579	14,762
Net Profit attributable to Owners of the Company	15,292	8,579	14,762

(Amount in INR Million)

Particulars	Audited		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity Share capital	1,012	1,024	1,024
Other Equity	1,35,382	1,31,381	1,26,421
Net Worth	1,36,394	1,32,405	1,27,445
Debt, excluding working capital loans	38,532	6,319	12,200
Total Debt			
- Secured loans	-	5,000	3,839
- Unsecured loans	48,225	21,626	35,320

(Amount in INR, except certain ratios)

Key Ratios	Audited		
	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Basic earnings per share	15.06	8.38	14.42
Diluted earnings per share	15.06	8.38	14.42
Book value per share	112.23	106.88	102.07
Total Debt / Equity Ratio	0.35	0.20	0.31
Return on Net Worth (%)	11.38	6.60	12.30
Total Debt/ Net Worth Ratio	0.35	0.20	0.31

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per share	Net Profit attributable to equity shareholders / Weighted average number of equity shares outstanding during the year
Diluted Earnings per share	Net Profit attributable to equity shareholders / Weighted average number of shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per share	(Paid-up Equity Share capital + Free Reserves and Surplus) / Number of equity shares subscribed outstanding at year end
Total Debt-Equity Ratio	Total Debt includes non-current borrowings (including current maturities) and current borrowings/ Net Worth
Return on Net Worth (%)	Net Profit After Tax / Average Net Worth excluding revaluation reserves

Total Debt/ Net Worth	Total Debt includes non-current borrowings (including current maturities) and current borrowings/ Net Worth
Average Net worth	(Net worth of the company for current year + Networth of the company for immediately preceding year) / 2

- 15.2 The brief audited financial information of the Company as extracted from the audited consolidated results for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are provided below:

(Amount in INR Million)

Particulars	Audited		
	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Revenue from operations (includes Net gain on foreign currency transactions)	1,75,218	1,52,652	1,44,035
Other Income	1,866	2,247	456
Total Income	1,77,084	1,54,899	1,44,491
Total Expenses (excluding Interest, Depreciation & Amortisation, Tax)	1,36,619	1,19,245	1,10,164
Interest	1,299	1,270	1,588
Depreciation & Amortisation	7,227	7,130	6,696
Profit Before Exceptional Items and Tax	31,939	27,254	26,043
Exceptional Items	6,042	1,127	(-) 2,051
Profit Before Tax	25,897	28,381	23,992
Tax Expenses (including Deferred Tax)	5,878	5,117	1,936
Net Profit After Tax from continuing operations and before share of profit of Joint Ventures	20,019	23,264	22,056
Share of profit of Joint Ventures (Net of tax)	946	462	474
Net Profit After Tax from continuing operations	20,965	23,726	22,530
Net Profit from discontinued operations (Net of tax)	(-) 46	22,457	(-) 680
Net Profit for the year including non-controlling interest	20,919	46,183	21,850
Net Profit attributable to Owners of the Company	19,603	44,873	21,336

(Amount in INR Million)

Particulars	Audited		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity Share capital	1,012	1024	1024
Other Equity	1,74,146	1,68,972	1,28,899
Net Worth	1,75,158	1,69,996	1,29,923
Debt, excluding working capital loans	822	8,819	15,126
Total Debt			
- Secured loans	-	5,000	3,839
- Unsecured loans	11,632	36,960	41,996

(Amount in INR, except certain ratios)

Key Ratios	Audited		
	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Basic earnings per share	19.30	43.83	20.84
Diluted earnings per share	19.30	43.83	20.84
Book value per share	178.04	167.85	127.70
Total Debt / Equity Ratio	0.07	0.25	0.35
Return on Net Worth (%)	11.36	29.92	18.26
Total Debt/ Net Worth Ratio	0.07	0.25	0.35

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per share	Net Profit attributable to equity shareholders of the Company / Weighted average number of equity shares outstanding during the year
Diluted Earnings per share	Net Profit attributable to equity shareholders of the Company/ Weighted average number of shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per share	(Paid-up Equity Share capital + Free Reserves and Surplus) / Number of equity shares subscribed outstanding at year end
Total Debt-Equity Ratio	Total Debt includes non-current borrowings (including current maturities) and current borrowings/ Net Worth
Return on Net Worth (%)	Net Profit After Tax attributable to the owners of the Company / Average Net Worth excluding revaluation reserves
Total Debt/ Net Worth	Total Debt includes non-current borrowings (including current maturities) and current borrowings/ Net Worth
Average Net worth	(Net worth of the Group for current year + Net worth of the Group for immediately preceding year) / 2
Net Worth	Net worth represents the net equity of the Group excluding non-controlling interest

- 15.3 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with and will comply with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, as may be applicable to the Buyback.

16. STOCK MARKET DATA

- 16.1 The Shares of the Company are listed on NSE and BSE. The Equity Shares are currently traded under the trading code ZYDUSLIFE at NSE and scrip code 532321 at BSE.
- 16.2 The high, low and average market prices in preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the Public Announcement, and the corresponding volumes on NSE and BSE are given below:

NSE:

Period	High# (INR)	Date of High	Number of Equity Shares traded on that date	Low# (INR)	Date of Low	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
Preceding 3 (three) Years								
April 1, 2022 to March 31, 2023	494.90	31-Mar-2023	11,15,333	319.00	11-May-2022	11,24,719	399.59	31,51,40,111
April 1, 2021 to March 31, 2022	673.70	12-May-2021	2,97,73,435	331.55	07-Mar-2022	9,69,180	513.65	101,02,04,593
April 1, 2020 to March 31, 2021	509.20	15-Jan-2021	63,78,475	258.30	03-Apr-2020	43,67,888	405.34	119,87,78,852
Preceding 6 (six) month								
January 1, 2024 to January 31, 2024	766.00	31-Jan-2024	9,93,266	685.00	01-Jan-2024	23,71,842	719.72	2,61,59,651
December 1, 2023 to December 31, 2023	696.50	20-Dec-2023	21,62,161	630.00	04-Dec-2023	8,83,822	658.11	3,57,52,841
November 1, 2023 to November 30, 2023	649.05	22-Nov-2023	7,98,769	570.25	01-Nov-2023	3,69,416	619.14	2,24,35,394
October 1, 2023 to October 31, 2023	618.00	03-Oct-2023	12,21,938	567.75	26-Oct-2023	4,52,936	589.49	2,03,99,941
September 1, 2023 to September 30, 2023	653.90	18-Sep-2023	10,30,256	589.15	25-Sep-2023	14,28,844	622.73	2,61,57,938
August 1, 2023 to August 31, 2023	668.75	10-Aug-2023	13,05,954	622.00	31-Aug-2023	10,94,063	643.85	2,74,38,057

Source: www.nseindia.com

*Arithmetical average of closing prices.

#High and low are based on high and low of daily high and daily low prices respectively.

BSE:

Period	High# (INR)	Date of High	Number of Equity Shares traded on that date	Low# (INR)	Date of Low	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
Preceding 3 (three) Years								
April 1, 2022 to March 31, 2023	494.95	31-Mar-2023	32,721	319.40	11-May-2022	44,058	399.45	1,31,37,662
April 1, 2021 to March 31, 2022	673.70	12-May-2021	13,88,560	331.00	07-Mar-2022	97,176	513.65	6,43,92,776
April 1, 2020 to March 31, 2021	509.35	15-Jan-2021	2,04,029	258.60	03-Apr-2020	1,18,778	405.25	5,15,59,913

Period	High# (INR)	Date of High	Number of Equity Shares traded on that date	Low# (INR)	Date of Low	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
2021								
Preceding 6 (six) month								
January 1, 2024 to January 31, 2024	765.50	31-Jan-2024	23,945	684.75	01-Jan-2024	2,33,692	719.52	9,99,764
December 1, 2023 to December 31, 2023	696.65	20-Dec-2023	61,991	630.15	04-Dec-2023	25,902	657.86	17,52,732
November 1, 2023 to November 30, 2023	649.00	22-Nov-2023	25,378	570.35	01-Nov-2023	20,254	619.04	6,11,472
October 1, 2023 to October 31, 2023	618.10	03-Oct-2023	42,649	567.85	26-Oct-2023	10,078	589.10	6,44,945
September 1, 2023 to September 30, 2023	653.55	18-Sep-2023	58,211	587.05	25-Sep-2023	41,996	622.56	7,56,451
August 1, 2023 to August 31, 2023	668.50	10-Aug-2023	3,10,036	620.05	03-Aug-2023	42,526	643.76	12,75,530

Source: www.bseindia.com

*Arithmetical average of closing prices

#High and low are based on high and low of daily high and daily low prices respectively

16.3 The notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on February 5, 2024. The Board, at its meeting held on February 9, 2024, approved the proposal for the Buyback at INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share and the intimation was sent to NSE and BSE on the same day. The closing market price of the Equity Shares on NSE and BSE during this period, are summarized below:

Event	Date	NSE (INR)	BSE (INR)
1 (one) trading day prior to the prior intimation of convening the Board Meeting	February 2, 2024	761.15	761.55
Date of prior intimation regarding convening of Board Meeting to consider the proposal of the Buyback	February 5, 2024	760.90	760.90
1 (one) trading day prior to the Board Meeting	February 8, 2024	802.05	801.85
Date of the Board Meeting / passing board resolution	February 9, 2024	805.05	805.60
1 (one) trading day post the Board Meeting	February 12, 2024	856.65	856.55
Date of publication of the PA	February 13, 2024	857.80	858.05

Source: www.nseindia.com and www.bseindia.com

17. DETAILS OF STATUTORY APPROVALS

- 17.1 The Board, at its meeting held on February 9, 2024, approved the proposal for the Buyback.
- 17.2 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI and/ or NSE or BSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the RBI, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.
- 17.3 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approval from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.4 By participating in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting(s), if required, including the form FC-TRS, if necessary and such Non-Resident Shareholders undertake to provide assistance to the Company for such regulatory reporting, if required by the Company
- 17.5 As of date, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK

- 18.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/ speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “**Zydus Lifesciences Limited Buyback Offer 2024**”, to the Registrar to the Buyback at its office set out below, so that the same are received on or before the Buyback Closing Date i.e., Wednesday, March 6, 2024 by 5:00 pm (IST).

Link Intime India Private Limited

Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India

Tel. no.: +91 22 4918 6200; **Fax no.:** +91 22 4918 6195

Contact person: Shanti Gopalkrishnan



Email: zyduslife.buyback2024@linkintime.co.in

Website: www.linkintime.co.in

Sebi registration no.: INR000004058

Validity period: Permanent

- 18.2 In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.
- 18.3 For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1 The Company proposes to Buyback not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route, at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share, payable in cash for an aggregate amount not exceeding INR 600,00,00,000/- (Indian Rupees six hundred crore only), which represents 5.28% and 3.33% of the aggregate of the total paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company as of March 31, 2023, under the board approval route as per the provisions of the Companies Act and Buyback Regulations. The Board approved the Buyback at its meeting held on February 9, 2024. The Buyback is in accordance with Article 14 of the Articles of Association of the Company and Sections 68, 69, 70 and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read SEBI Circulars and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary, and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, NSE, BSE and/or other authorities while granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed by the Board.
- 19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

- 19.3 The aggregate shareholding of the members of the Promoter Group as on the date of the Public Announcement and the date of this Letter of Offer is 75,89,40,186 Equity Shares, which represents 74.98% of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company, *vide* their letters dated February 9, 2024, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.
- 19.4 Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including the members of the Promoter Group, the aggregate shareholding and the voting rights of the members of the Promoter Group, may increase to 75.04% post Buyback from the current pre Buyback shareholding of 74.98%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 24.96% post Buyback from the current pre Buyback shareholding of 25.02%.
- 19.5 **Record Date and Ratio of Buyback as per the Buyback Entitlement of each category**
- 19.5.1 As required under the Buyback Regulations, the Board has fixed February 23, 2024 as the Record Date for the purpose of determining the Entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buyback.
- 19.5.2 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:
- (i) Reserved category for Small Shareholders ("**Reserved Category**"); and
 - (ii) General category for other Eligible Shareholders ("**General Category**").
- 19.5.3 As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than INR 2,00,000/- (Indian Rupees two lakh only). As on the Record Date, the closing price on NSE, having the highest trading volume, was INR 923.25/- per Equity Share. Accordingly, all Eligible Shareholders holding not more than 216 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.
- 19.5.4 Based on the above definition, there are 2,82,681 Small Shareholders with aggregate shareholding of 99,98,259 Equity Shares, as on the Record Date, which constitutes 0.99% of the outstanding number of Equity Shares of the Company and 167.47% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. 1,00,22,05,880 Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.
- 19.5.5 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- (i) 15% of the number of Equity Shares which the Company proposes to Buyback i.e., 15% of 59,70,149 Equity Shares which works out to 8,95,523 Equity Shares; or
 - (ii) The number of Equity Shares to which the Small Shareholders are entitled,

as per their shareholding as on Record Date i.e., (99,98,259/1,01,22,04,139) X 59,70,149 which works out to 58,971 Equity Shares.

All the outstanding Equity Shares have been used for computing the Entitlement of Small Shareholders since the members of the Promoter Group also intend to offer Equity Shares held by them in the Buyback.

- 19.5.6 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 8,95,523 Equity Shares have been reserved for the Small Shareholders (“**Reserved Category**”) and accordingly, the General Category for all other Eligible Shareholders shall consist of 50,74,626 Equity Shares (“**General Category**”).

19.6 Category wise Entitlement Ratio of Buyback

Based on the above, the Entitlement ratio of Buyback for both categories is decided as below:

Category	Indicative Entitlement Ratio of Buyback*
Reserved Category	6 Equity Shares out of every 67 Equity Shares held on the Record Date
General Category	2 Equity Shares out of every 395 Equity Shares held on the Record Date

**The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 8.95678938% and General Category for all other Eligible Shareholders is 0.50634566%*

19.7 Fractional Entitlements

If the Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e., not in the multiple of 1 Equity Share) then the fractional Entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional Entitlement, those Small Shareholders who hold 11 or less Equity Shares as on Record Date, will be dispatched a Tender Form with zero Entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

19.8 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- 19.8.1 Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 19.8.2 Post the Acceptance as described in paragraph 19.8.1 above, in case, there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional Entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from

the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.

- 19.8.3 Post the Acceptance as described in paragraphs 19.8.1 and 19.8.2 above, in case, there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Shares**”) and Equity Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e., valid Acceptances per Eligible Shareholder shall be equal to the Reserved Category Additional Shares validly tendered by the Eligible Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 19.8.2 above, shall be reduced by one.
- 19.8.4 Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.8.3 above, will be made as follows:
- (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
 - (ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Letter of Offer.

19.9 **Basis of Acceptance of Equity Shares validly tendered in the General Category**

Subject to the provisions contained in this Letter of Offer, the Company will Accept the Equity Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- 19.9.1 Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- 19.9.2 Post the Acceptance as described in paragraph 19.9.1 above, in case, there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e., valid Acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible

Shareholder divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.

19.9.3 Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.9.2 above, will be made as follows:

- (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
- (ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Letter of Offer.

19.10 Basis of Acceptance of Equity Shares between the two categories

19.10.1 After Acceptances of Equity Shares, as mentioned in paragraphs 19.8 and 19.9 above, in case, there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") and there are additional unaccepted validly tendered Equity Shares ("**Further Additional Shares**") in the second category ("**Over Tendered Category**"), then the Further Additional Shares in the Over Tendered Category shall be Accepted in a proportionate manner i.e., valid Acceptances per Eligible Shareholder shall be equal to Further Additional Shares validly tendered by the Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.

19.10.2 If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 19.10.1 out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with paragraph 19.8 of this Letter of Offer.

19.10.3 Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.10.1 and 19.10.2 above:

- (i) For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
- (ii) For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1

(one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Letter of Offer.

19.11 For avoidance of doubt, it is clarified that, in accordance with the clauses above:

19.11.1 Equity Shares Accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:

- (i) the number of Equity Shares tendered by the respective Eligible Shareholder; and
- (ii) the number of Equity Shares held by the respective Eligible Shareholder, as on the Record Date.

19.11.2 Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

19.11.3 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Letter of Offer.

19.12 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher Entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and Entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint Shareholders is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint Shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint Shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the Shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body –broker” as per the beneficial position data as on the Record Date, with common PAN, are not

proposed to be clubbed together for determining their Entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDERING SHARES AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form as on Record Date.
- 20.2 The Company proposes to effect the Buyback through the Tender Offer route through Stock Exchange Mechanism, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders.
- 20.3 The Eligible Shareholders who have registered their email IDs with the Depositories/ the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the Depositories/ the Company, shall be dispatched the Letter of Offer through physical mode by registered post/ speed post/ courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 20.27 of this Letter of Offer.
- 20.4 The Company will not accept any Equity Shares tendered for Buyback which are under any restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 20.5 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 20.6 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate, in full or in part, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their Entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Equity Shares (over and above their Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined

herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

- 20.7 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 20.8 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.9 As elaborated under paragraphs 19.5 and 19.6 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
- 20.10 Post Acceptance of the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.11 The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” as specified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.12 For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company (“**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:

	<p>ICICI Securities Limited Address: ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, Maharashtra, India; Tel. no.: +91 22 6807 7469; Fax no.: +91 22 6807 7801; Contact person: Mitesh Shah; Email: mitesh.shah@icicisecurities.com; SEBI registration no.: INZ000183631</p>
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- 20.13 NSE will be the designated stock exchange for the purpose of this Buyback. The Company will request the Stock Exchanges to provide the separate acquisition window (“**Acquisition Window**”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

- 20.14 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) (“**Seller Member(s)**”) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 20.15 In the event the Seller Member(s) of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE/ BSE registered stock broker and can register themselves by using quick unique client code (“**UCC**”) facility through the NSE/ BSE registered stock broker (after submitting all details as may be required by such NSE/ BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE/ BSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., ICICI Securities Limited to place their bids, subject to completion of KYC requirements as required by the Company’s Broker.
- 20.16 Eligible Shareholders approaching a stockbroker registered with the NSE/ BSE (with whom they do not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may *inter alia* include:

In case of Eligible Seller being an individual

If Eligible Seller is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form documents required (all documents self-attested):
 - PAN card copy
 - Address proof
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller is HUF:

If Eligible Seller is registered with KRA: Forms required:

- CKYC form of karta including FATCA, IPV, OSV if applicable
- KYC form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- KYC form of karta including FATCA, IPV, OSV if applicable
- KRA form
- KYC form documents required (all documents self-attested):
 - PAN card copy of HUF & karta
 - Address proof of HUF & karta
 - HUF declaration
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller other than Individual and HUF:

If Eligible Seller is KRA registered: Form required

- KYC form documents required (all documents certified true copy)
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master /latest demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements

If Eligible Seller is not KRA registered: Forms required:

- KRA form
- KYC form documents required (all documents certified true copy):
 - PAN card copy of company/ firm/trust
 - Address proof of company/ firm/trust
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master /latest demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees
- PAN card copies & address proof of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements
- MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.17 **All Eligible Shareholders, through their respective Seller Member/stock broker(s), will be eligible and responsible to place orders in the Acquisition Window.**

- 20.18 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Seller Member(s) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form.
- 20.19 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 20.20 The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.
- 20.21 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as “one bid” for the purposes of acceptance.
- 20.22 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- 20.23.1 Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- 20.23.2 Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- 20.23.3 In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- 20.24 **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
- 20.24.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.

- 20.24.2 The Seller Member(s) would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges.
- 20.24.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges or the Clearing Corporation.
- 20.24.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to NSE Clearing Limited and Indian Clearing Corporation Limited ("**Clearing Corporation**"). In case, the Shareholders demat account is held with one Depository and clearing member pool and Clearing Corporation Account is held with other Depository, shares shall be blocked in the shareholders demat account at source Depository during the tendering period. Inter Depository tender offer ("**IDT**") instructions shall be initiated by the shareholders at source Depository to clearing member/ Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 20.24.5 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 20.24.6 Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.
- 20.24.7 **IT IS CLARIFIED THAT IN CASE OF DEMATERIALIZED EQUITY SHARES, SUBMISSION OF THE TENDER FORM AND TRS IS NOT MANDATORY.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- 20.24.8 The Eligible Shareholders will have to ensure that they keep the Depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- 20.25 **Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form**

- 20.25.1 In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the Tender Offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. Nevertheless, Eligible Shareholders holding Equity Shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions in a convenient and effective manner.
- 20.25.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/ Form SH-4 duly filled and signed by the transferors (i.e., by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 20.25.3 Based on documents mentioned in paragraph 20.25.2 above, the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- 20.25.4 Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Link Intime India Private Limited (at the address mentioned on cover page) on or before the Buyback Closing Date i.e., Wednesday, March 6, 2024 by 5:00 pm (IST). The envelope should be super scribed as "**Zydus Lifesciences Limited Buyback 2024**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- 20.25.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids

based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

20.25.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

20.25.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

20.26 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 "Details of Statutory Approvals"):

20.26.1 Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

20.26.2 Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

20.26.3 In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the Non-Resident Shareholder from the appropriate account (e.g., NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.26.4 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

THE NON RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

20.27 In case of non-receipt of the Letter of Offer and the Tender Form:

20.27.1 **In case the Eligible Shareholders hold Equity Shares in dematerialized form:** If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical

copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company (www.zydustrife.com), the Manager to the Buyback (www.icicisecurities.com), the Registrar (www.linkintime.co.in), SEBI (www.sebi.gov.in), NSE (www.nseindia.com) or BSE (www.bseindia.com) or by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

20.27.2 **In case the Eligible Shareholders hold in physical form:** An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company (www.zydustrife.com), the Manager to the Buyback (www.icicisecurities.com), the Registrar (www.linkintime.co.in), SEBI (www.sebi.gov.in), NSE (www.nseindia.com) or BSE (www.bseindia.com) and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., Wednesday, March 6, 2024 by 5:00 pm (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their Entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.28 Acceptance of Orders

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

20.29 Method of Settlement

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- 20.29.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 20.29.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- 20.29.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 20.29.4 In case of certain client types viz. Non-Resident Shareholders (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- 20.29.5 Details in respect of Eligible Shareholder's Entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked Equity Shares in the demat account of the Eligible Shareholder. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- 20.29.6 In the case of inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target Depository. Source Depository will not be able to release the lien without a release of IDT message from target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/ release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity,

source Depository shall debit the securities as per the communication/ message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

- 20.29.7 Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- 20.29.8 In relation to Equity Shares held in physical form: a) If Equity Shares held in physical form tendered by Eligible Shareholders are not Accepted, then the Equity Share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize them. b) If however, only a portion of the Equity Shares held in physical form by an Eligible Shareholder is Accepted in the Buyback then the Company shall instead of issuing a split share certificate towards the unaccepted Equity Shares, issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023. The LOC shall be dispatched to the address registered with the Company. The Company shall retain the original Equity Share certificates and deface such certificates with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess Equity Shares in physical form. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Eligible Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares. In case the Eligible Shareholder fails to submit the demat request within the aforementioned period, the RTA shall arrange to credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
- 20.29.9 The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 20.29.10 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 20.29.11 The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity

Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

20.29.12 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.30 Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

20.30.1 For Eligible Shareholders holding Equity Shares in the dematerialized form:

- (i) If the Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
- (ii) If there is a name mismatch in the dematerialized account of the Shareholder and PAN; or
- (iii) There exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

20.30.2 For Eligible Shareholders holding Equity Shares in the physical form:

- (i) If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the Buyback Closing Date i.e., Wednesday, March 6, 2024 by 5:00 pm (IST);
- (ii) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical share certificate;
- (v) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form;
- (vi) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
- (vii) If the shareholder is not an Eligible Shareholder of the Company on the Record Date;
- (viii) If there is a name mismatch in the share certificate of the shareholder;
- (ix) If the Eligible Shareholder has made a duplicate bid; or
- (x) Where there exists any restraint order of a court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

21.1 GENERAL

The Indian tax year runs from April 1 to March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India.

In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“**DTAA**”), as modified by the Multilateral Instrument (“**MLI**”), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident.

The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

21.2 CLASSIFICATION OF SHAREHOLDERS

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

21.2.1 Resident Shareholders being:

- (i) Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”), Body of Individuals (“BOI”), Firm and Limited Liability Partnership (“LLP”)
- (ii) Others (corporate bodies):
 - Company
 - Other than Company

21.2.2 Non-Resident Shareholders being:

- (i) Non-Resident Indians (NRIs)
- (ii) Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- (iii) Others:
 - Foreign Company
 - Foreign non-corporate shareholders Other than Company

21.3 INCOME TAX PROVISIONS IN RESPECT OF BUYBACK OF EQUITY SHARES LISTED ON RECOGNISED STOCK EXCHANGE

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Sec. 68 of the Companies Act, 2013). The Section provides for the levy of additional income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education Cess, as applicable) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies, i.e. companies whose shares are listed on a recognized stock exchange.

Distributed Income is defined under section 115QA to include Consideration paid by the company on buyback of Shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.

The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.

No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.

As additional income-tax has been levied on the company under Section 115QA of the Income Tax Act, the consequential income arising in the hands of shareholders has been exempted from tax under section 10(34A) of the Income Tax Act. Accordingly, any income arising in the hands of shareholder (whether resident or non-resident) on account of buyback of shares shall be exempt from any subsequent tax in India irrespective of the characterization of the shares, i.e. whether long term or short term or held as investment or stock-in-trade.

Thus, the tax implications to the following categories of shareholders are as under:

21.3.1 Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

21.3.2 Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 5, 2019 in the hands of a Non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

21.4 TAX DEDUCTION AT SOURCE

The Company is not required to deduct tax at source on the consideration payable to shareholder (whether resident or non-resident) pursuant to the Buyback.

21.5 SECURITIES TRANSACTION TAX

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax will be applicable at the applicable rate.

CAVEAT:

THE SUMMARY OF THE TAX CONSIDERATIONS AS ABOVE IS BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS.

IN VIEW OF THE SPECIFIC NATURE OF TAX CONSEQUENCES, SHAREHOLDERS WHO ARE NOT TAX RESIDENTS OF INDIA ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE CONSIDERING THE PROVISIONS OF THE RELEVANT COUNTRY OR STATE TAX LAW AND PROVISIONS OF DTAA WHERE APPLICABLE.

22. DECLARATION FROM THE BOARD OF DIRECTORS

Declaration as required by clause (ix) and clause (x) of Schedule I of the Buyback Regulations:

The Board confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be.

The Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- (i) immediately following the date of the Board Meeting, there will be no grounds on which the Company can be found unable to pay its debts, if any;
- (ii) as regards the Company's prospects for the year immediately following the date of Board Meeting, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year,

the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and

- (iii) in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on February 9, 2024.

For and on behalf of the Board of Directors

Sd/-
Pankaj R. Patel
Chairman
DIN: 00131852

Sd/-
Sharvil P. Patel
Managing Director
DIN: 00131995

23. STATUTORY AUDITOR'S REPORT

The text of the report dated February 9, 2024 of Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,
The Board of Directors,
Zydus Lifesciences Limited
Zydus Corporate Park, Scheme No. 63,
Survey No. 536, Khoraj (Gandhinagar),
Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle,
Ahmedabad- 382 481,
Gujarat, India

Re: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Zydus Lifesciences Limited (formerly known as Cadila Healthcare Limited) ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buy-back Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated February 2, 2024.
2. The Board of Directors of the Company have approved a proposal for buy-back of equity shares of the Company at its Meeting held on February 9, 2024, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buy-back Regulations. We have been requested by the Management of the Company to provide a report on the accompanying "Computation of amount of permissible capital payment towards buy-back of equity shares of Zydus Lifesciences Limited in compliance with Section 68(2)(c) of the Act and provisions under the Buy-back Regulations, based on annual audited standalone and consolidated financial statements as at March 31, 2023." (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialled for the purpose of identification.

Management's Responsibility

3. The preparation of the Statement in compliance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buy-back Regulations and compliance with the Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), and the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

In the absence of any definition of or guideline for “Insolvent” in the Buy-back Regulations, the Company has considered a situation for not being able to continue as going concern (as mentioned in Standard on Auditing 570 (Revised) issued by Institute of Chartered Accountants of India) for a period of 1 year from February 9, 2024 as “Insolvent”.

Auditor's Responsibility

4. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance that:
 - i. we have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements as at March 31, 2023 which were approved by the Board of Directors at their meeting held on May 18, 2023, and adopted by members at their Annual General Meeting held on August 11, 2023;
 - ii. the amount of permissible capital payment as stated in the statement, has been determined considering the annual audited standalone and consolidated financial statements as at March 31, 2023 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buy-back Regulations; and
 - iii. the Board of Directors of the Company, at their meeting held on February 9, 2024, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buy-back is declared.
5. The annual standalone and consolidated financial statements referred to in paragraph 4 above, have been audited by us. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the “Guidance Note”) and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. 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. Further our examination

did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid buy-back.

Opinion

8. Based on inquiries conducted and our examination as above, we report that:
- i. We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated financial statements as at March 31, 2023, which have been approved by the Board of Directors at their meeting held on May 18, 2023, and adopted by members at their Annual General Meeting held on August 11, 2023.
 - ii. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith, in our view has been properly determined in accordance with Section 68 (2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buy-back Regulations.
 - iii. The Board of Directors of the Company, at their meeting held on February 9, 2024, have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management's responsibility paragraph above) within a period of one year from the date of passing the Board Resolution dated February 9, 2024.

Restriction on use

9. This report has been issued at the request of the management solely for use of the Company: (i) in connection with the proposed buy-back of equity shares of the Company as mentioned in paragraph 2 above; (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buy-back to be sent to the shareholders of the Company or to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central Depository Services (India) Limited and National Securities Depository Limited; and (iii) to be submitted to the merchant banker(s) involved in connection with the proposed buy-back of equity shares of the Company for onward submission to SEBI, stock exchanges and / or any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. 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)

Sd/-

Rajesh K. Hiranandani
(Partner)
(Membership No. 36920)
UDIN: 24036920BKDZUA9759

Place: Ahmedabad

Date: February 9, 2024

Statement showing - Computation of amount of permissible capital payment towards buy-back of equity shares of Zydus Lifesciences Limited in compliance with Section 68(2)(c) of the Act and provisions under the Buy-back Regulations, based on annual audited standalone and consolidated financial statements as at March 31, 2023.

(In INR Million)

Particulars		Standalone	Consolidated
Paid up equity capital as at March 31, 2023	(A)	1,012	1,012
Free Reserves as at March 31, 2023:			
- Retained earnings		105,674	171,898
- Securities Premium reserve		-	-
- General reserve		6,893	7,265
Total Free Reserves	(B)	112,567	179,163
Total paid up equity capital and free reserves	C = (A+B)	113,579	180,175
Maximum amount permissible for buy-back under Section 68 of the Act and Regulation 4(i) of the Buy-back Regulations, i.e. 25% of the aggregate total paid up capital and free reserves.	C * 25%	28,394.75	45,043.75
Maximum amount permissible for buy-back under the proviso to Regulation 5(i)(b) of the Buy-back Regulations, i.e. 10% of the total paid up capital and free reserves	C * 10%	11,357.90	18,017.50

Note: The amounts of paid up equity capital and free reserves as at March 31, 2023 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at March 31, 2023 which was approved by the Board of Directors at the Board Meeting held on May 18, 2023 and adopted by members in Annual General Meeting held on August 11, 2023.

For & behalf of Board of Directors of
Zydus Lifesciences Limited

Sd/-

Name: Mr. Sharvil P Patel
Designation: Managing Director

Place: Ahmedabad
Date: February 9, 2024

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle, Ahmedabad- 382 481, Gujarat, India, India from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays during the Offer Period:

- 24.1 Copies of the certificate of incorporation, memorandum and articles of association of the Company;
- 24.2 Copies of the annual reports of the Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021;
- 24.3 Copy of the resolution passed by the Board of Directors at the meeting held on February 9, 2024 approving proposal for Buyback;

- 24.4 Copy of the report dated February 9, 2024 of Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
- 24.5 Copy of the Public Announcement dated February 12, 2024 and published in the newspapers on February 13, 2024 regarding the Buyback;
- 24.6 Copy of declaration of solvency and an affidavit in form SH-9 as prescribed under Section 68(6) of the Companies Act;
- 24.7 Copy of Escrow Agreement dated February 14, 2024 between the Company, the Escrow Agent and the Manager to the Buyback;
- 24.8 Letter from Escrow Bank dated February 15, 2024 that the Escrow Account in the name of 'Zydus Lifesciences Limited Buyback Issue Account 2024' has been opened.
- 24.9 Certificate dated February 9, 2024 of Mukesh M. Shah & Co., Chartered Accountants, confirming that the Company has adequate and firm financial resources to fulfil the obligations under the Buyback;
- 24.10 Opinion on the note on taxation, dated February 23, 2024 obtained by the Company from Mukesh M. Shah & Co., Chartered Accountants.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Name: Dhaval N. Soni
Designation: Company Secretary & Compliance Officer
Address: Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle, Ahmedabad- 382 481, Gujarat, India
Tel. no.: +91 79 48040338
Email: dhavalsoni@zyduslife.com

In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.

26. DETAILS OF REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS

- 26.1 In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- 26.2 If the Company makes any default in complying with the requirements under the Companies Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Companies Act.
- 26.3 The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Ahmedabad

ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop
Naranpura, Ahmedabad, Gujarat 380013

27. DETAILS OF THE INVESTOR SERVICE CENTRE

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback appointed as the Investor Service Centre for the purposes of the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the address at the following address:



Link Intime India Private Limited

Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India

Tel. no.: +91 22 4918 6200; **Fax no.:** +91 22 4918 6195

Contact person: Shanti Gopalkrishnan

Email: zyduslife.buyback2024@linkintime.co.in

Website: www.linkintime.co.in

Sebi registration no.: INR000004058

Validity period: Permanent

28. DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



ICICI Securities Limited

Address: ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India

Tel. no.: +91 22 6807 7100; **Fax no.:** + 91 22 6807 7801

Contact person: Abhijit Diwan / Sumit Singh

Email: abhijit.diwan@icicisecurities.com;

sumitkumar.singh@icicisecurities.com

Website: www.icicisecurities.com

Sebi registration no.: INM000011179

Validity Period: Permanent

29. DECLARATION BY THE DIRECTORS

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full responsibility for all the information contained in this Letter of Offer and confirms that this Letter of Offer contains and will contain true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on February 9, 2024.

For and on behalf of the Board of Directors of
Zydus Lifesciences Limited

Sd/-	Sd/-	Sd/-
Pankaj R. Patel Chairman DIN: 00131852	Sharvil P. Patel Managing Director DIN: 00131995	Dhaval N. Soni Company Secretary & Compliance Officer Membership No. F7063
Date: February 27, 2024 Place: Ahmedabad	Date: February 27, 2024 Place: Ahmedabad	Date: February 27, 2024 Place: Ahmedabad

TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)

Bid Number:
Date:

BUYBACK OPENS ON		Thursday, February 29, 2024	
BUYBACK CLOSSES ON		Wednesday, March 6, 2024	
For Registrar use			
Inward No.	Date	Stamp	
Status (please tick appropriate box)			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (Specify)
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill country of residence)
Route of Investment (For NR Shareholders only)			
<input type="checkbox"/>	Portfolio Investment Scheme		<input type="checkbox"/>
<input type="checkbox"/>			Foreign Investment Scheme

To,
The Board of Directors,
ZYDUS LIFESCIENCES LIMITED
C/o. Link Intime India Private Limited
C 101, 1st Floor, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083,
Maharashtra, India
Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir/ Madam,

Sub: Letter of Offer dated February 27, 2024 in relation to the buyback of not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares of Zydus Lifesciences Limited (hereinafter referred as “the Company”) at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)

1. I / We (having read and understood the Letter of Offer dated February 27, 2024 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
6. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
7. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
8. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
11. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
12. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
13. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., “Zydus Lifesciences Limited” and the price at which the Equity Shares are being transferred i.e., “Price determined in accordance with the Buyback Regulations” duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (February 23, 2024)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.

Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

15. I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Equity Shareholder.

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ACKNOWLEDGMENT SLIP: ZYDUS LIFESCIENCES LIMITED – BUYBACK OFFER
(To be filled by the Eligible Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence		Stamp of Stock Broker	

16. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

17. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

* Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.

18. Applicable for all Non-Resident Shareholders only:

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- This Buyback will open on Thursday, February 29, 2024 and close on Wednesday, March 6, 2024.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback offer.
- Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
- Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding their holding as on Record Date.
- For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

14. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
15. Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer
16. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING

ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre: Zydus Lifesciences Limited - Buyback offer

Link Intime India Private Limited

C 101, 1st Floor, 247 Park, L B S Marg,

Vikhroli West, Mumbai – 400 083,

Maharashtra, India

Contact Person: Shanti Gopalkrishnan; **Tel:** +91 22 4918 6200; **Fax:** +91 22 4918 6195;

E-mail: zyduslife.buyback2024@linkintime.co.in; **Website:** www.linkintime.co.in;

SEBI Registration Number: INR000004058; **CIN:** U67190MH1999PTC118368

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)

Eligible Shareholders holding Equity Shares in physical form are requested to refer to paragraph 20.25 of the Letter of Offer titled 'Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form', for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.

Bid Number:
Date:

BUYBACK OPENS ON		Thursday, February 29, 2024	
BUYBACK CLOSES ON		Wednesday, March 6, 2024	
For Registrar use			
Inward No.	Date	Stamp	
Status (please tick appropriate box)			
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Co	
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI	<input type="checkbox"/> Pension/PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (Specify)	
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of <i>(Shareholder to fill country of residence)</i>	
Route of Investment (For NR Shareholders only)			
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme		

To,
The Board of Directors,
ZYDUS LIFESCIENCES LIMITED
C/o. Link Intime India Private Limited
C 101, 1st Floor, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083,
Maharashtra, India
Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir/ Madam,

Sub: Letter of Offer dated February 27, 2024 in relation to the buyback of not exceeding 59,70,149 (fifty nine lakh seventy thousand one hundred and forty nine) Equity Shares of Zydus Lifesciences Limited (hereinafter referred as “the Company”) at a price of INR 1,005/- (Indian Rupees one thousand and five only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)

1. I / We (having read and understood the Letter of Offer dated February 27, 2024 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my/ our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
6. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
7. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism to first named Eligible Shareholder.
8. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
10. I / We undertake to execute any further documents and give such further assurances that may be required or expedient to give effect to my/our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
11. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
12. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
13. Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.
14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (February 23, 2024)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

15. Details of Share Certificate(s) enclosed:

Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	

Total					

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.

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ACKNOWLEDGMENT SLIP: ZYDUS LIFESCIENCES LIMITED– BUYBACK OFFER
(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.		
Received from Mr./ Ms./Mrs.		
Form of Acceptance-cum-Acknowledgement, Original TRS along with:		
No. of Equity Shares offered for Buyback (In figures)		(in words)
Please quote Folio No. for all future correspondence		Stamp of Broker

16. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

17. Details of other Documents (Please v as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Previous RBI approvals for acquiring the Equity Shares hereby tendered in the Buyback
<input type="checkbox"/>	Death Certificate	<input type="checkbox"/>	Succession Certificate
<input type="checkbox"/>	Self-attested copy of PAN	<input type="checkbox"/>	Corporate authorisations
<input type="checkbox"/>	TRS	<input type="checkbox"/>	Others (please specify)

18. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder			Email ID of Sole/First Equity Shareholder	

* Non-individual Shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the application form submitted.

19. Applicable for all Non-Resident Shareholders

- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- This Buyback will open on Thursday, February 29, 2024 and close on Wednesday, March 6, 2024.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Seller Member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares. (ii) Original share certificates (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Company / Registrar) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iv) Self-attested copy of the Permanent Account Number (PAN) Card (by all Eligible Shareholders in case shares are in joint names). (v) Any other relevant documents such as (but not limited to): Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form, Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased, Necessary corporate authorisations, such as Board Resolutions etc., in case of companies. (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders whom the Buyback Offer is made are free to tender Equity Shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding the number of Shares held by them as on Record Date.
- All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date, i.e., Wednesday, March 6, 2024 by 5:00 pm (IST).
- For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to paragraph 20 (*Procedure for Tendering Shares and Settlement*) of the Letter of Offer.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) Non-submission of Notarized copy of death certificate and succession certificate / probated / Will, as applicable in case any Eligible Shareholder has deceased. (c) If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the physical share certificate; or (d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar. (e) If necessary corporate authorizations under official stamp are not accompanied with Tender Form (f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders (g) the Form SH-4 is not witnessed

10. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; or (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale; or (iv) or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Wednesday, March 6, 2024 by 5:00 pm (IST).
11. By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
12. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THIS ADDRESS:

Investor Service Centre: Zydus Lifesciences Limited- Buyback offer

Link Intime India Private Limited

C 101, 1st Floor, 247 Park, L B S Marg,

Vikhroli West, Mumbai – 400 083,

Maharashtra, India

Contact Person: Shanti Gopalkrishnan; **Tel:** +91 22 4918 6200; **Fax:** +91 22 4918 6195;

E-mail: zydulife.buyback2024@linkintime.co.in; **Website:** www.linkintime.co.in;

SEBI Registration Number: INR000004058; **CIN:** U67190MH1999PTC118368

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____ 2024

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	2	4	2	3	0	G	J	1	9	9	5	P	L	C	0	2	5	8	7	8
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): **Zydus Lifesciences Limited**

Name of the Stock Exchange where the company is listed, (if any): **National Stock Exchange of India Limited and BSE Limited**

DESCRIPTION OF SECURITIES

Kind/ class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	INR 1/-	INR 1/-	INR 1/-

No. of Securities being Transferred			Consideration received (INR)		
In Figures	In words		In words		In Figures
Distinctive Number	From				
	To				
Corresponding Certificate Nos.					

Transferor's Particulars

Registered Folio Number

Name(s) in full and PAN (attach copy of pan card)	Seller Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
Zydus Lifesciences Limited	Not Applicable	Address: Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Sarkhej - Gandhinagar Highway, Near Vaishnodevi Circle, Ahmedabad- 382 481, Gujarat, India Email: dhavalsoni@zyduslife.com

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

Specimen Signature of Transferee(s)

Value of stamp affixed: INR

1. _____

2. _____

3. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

STAMPS

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on _____

vide Transfer no _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ at _____

No _____

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer
_____	_____	_____	_____

Signature of the authorized signatory