

NC FREE ONLY



बैंक ऑफ़ बड़ोदा
Bank of Baroda

PREMIUM ACCOUNT

ZYDUS WELLNESS LIMITED
ZYDUS TOWER, Satellite Cross Road,
Sarkhej-Gandhinagar Highway,
Ahmedabad - 380 015.

ASHRAM
ARR
CA/2017/ZWL

आश्रम रोड, अहमदाबाद - ३८० ००९. फोन : २६५८५१७५
ASHRAM ROAD, AHMEDABAD - 380 009. PH.: 26585175
RTGS/NEFT CODE : BARB0ASHRAM

NOT OVER ***2000.00

NATIONAL SECURITIES DEPOSITORY LIMITED

Pay

रुपये Rupees ONE THOUSAND THREE HUNDRED FIFTY ONLY

अदा करें।

₹ ***1350.00

084902000001034

खाता सं.
A/C. NO.

Payable at all branches of India

For ZYDUS WELLNESS LIMITED

Adhish
Pawar

AUTHORISED SIGNATORIES
कृपया यहाँ हस्ताक्षर करें / Please sign above

1181841211 3800120031

29

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date: January 16, 2019

To,
Vice President
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL.
The details of the securities allotted are given below:

ISIN	INE768C07017
Security Description	Secured Rated Listed Redeemable Non-Convertible Debentures Tranche I
Allotment Date	January 16, 2019
Face Value per security	Rs. 10 Lakh
Distinctive Numbers	1-5000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	Yes
If through EBP, name of Electronic Book Provider	National Stock Exchange of India Limited
Funds Settlement (Tick any one as applicable)	<input checked="" type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	National Securities Clearing Corporation Limited

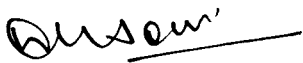
Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	11	5000
Electronic Form – CDSL	--	--
Physical Form	--	--
Total Allotted	11	5000

I, Dhaval N. Soni, Company Secretary of Zydus Wellness Limited declare that:



the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of the Committee Resolution dated January 16 2019, a certified true copy of the same is enclosed.

For, **ZYDUS WELLNESS LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY



Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date: January 16, 2019

To,
Vice President
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL.
The details of the securities allotted are given below:

ISIN	INE768C07025
Security Description	Secured Rated Listed Redeemable Non-Convertible Debentures Tranche II
Allotment Date	January 16, 2019
Face Value per security	Rs. 10 Lakh
Distinctive Numbers	5001-10000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	Yes
If through EBP, name of Electronic Book Provider	National Stock Exchange of India Limited
Funds Settlement (Tick any one as applicable)	<input checked="" type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	National Securities Clearing Corporation Limited

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	8	5000
Electronic Form – CDSL	--	--
Physical Form	--	--
Total Allotted	8	5000

I, Dhaval N. Soni, Company Secretary of Zydus Wellness Limited declare that:



the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of the Committee Resolution dated January 16 2019, a certified true copy of the same is enclosed.

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI
COMPANY SECRETARY



Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date: January 16, 2019

To,
Vice President
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL.
The details of the securities allotted are given below:

ISIN	INE768C07033
Security Description	Secured Rated Listed Redeemable Non-Convertible Debentures Tranche III
Allotment Date	January 16, 2019
Face Value per security	Rs. 10 Lakh
Distinctive Numbers	10001–15000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	Yes
If through EBP, name of Electronic Book Provider	National Stock Exchange of India Limited
Funds Settlement (Tick any one as applicable)	<input checked="" type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	National Securities Clearing Corporation Limited

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	9	5000
Electronic Form – CDSL	--	--
Physical Form	--	--
Total Allotted	9	5000

I, Dhaval N. Soni, Company Secretary of Zydus Wellness Limited declare that:



the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of the Committee Resolution dated January 16 2019, a certified true copy of the same is enclosed.

For, **ZYDUS WELLNESS LIMITED**



DHAVAL N. SONI
COMPANY SECRETARY



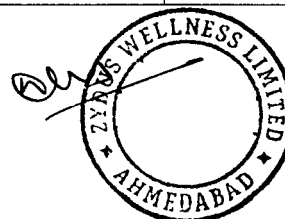
Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE FUND-RAISING COMMITTEE OF THE BOARD OF DIRECTORS ("COMMITTEE") OF ZYDUS WELLNESS LIMITED ("COMPANY") HELD ON JANUARY 16, 2019

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and provisions of the memorandum and articles of the Company, and further to the resolution of the Board dated 6 December 2018, the Committee dated 11 January 2019, and other applicable provisions of the Companies Act, 2013, as amended from time to time the Debentures of the Company, be and hereby allotted to the Identified Investors on private placement basis in accordance with the details mentioned below and subject to the terms and conditions mentioned in all NCD documents:

Series	Face Value	Tenor	Name of the Identified Investors	Number of NCDs Allotted	ISIN Details	Certificate No.	Amount received (Rs. in Crores)
Tranche 1	Rs. 10,00,000 (Rupees Ten Lakh)	3 years	ICICI PRUDENTIAL SHORT TERM PLAN	400	INE768C07017	1-400	40.00
			ICICI Prudential Equity & Debt Fund	650		401-1050	65.00
			ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	657		1051-1707	65.70
			ICICI PRUDENTIAL SAVINGS FUND	550		1708-2257	55.00
			ICICI PRUDENTIAL FLOATING INTEREST FUND	1,000		2258-3257	100.00
			ICICI PRUDENTIAL FIXED MATURITY PLAN SERIES 84 - 1235 DAYS PLAN R	23		3257-3280	2.30
			ICICI PRUDENTIAL FIXED MATURITY PLAN SERIES 84	20		3281-3300	2.00



			- 1287 DAYS PLAN I				
			UTI - Hybrid Equity Fund	250		3301-3550	25.00
			UTI - Retirement Benefit Pension Fund	750		3551-4300	75.00
			UTI - Credit Risk Fund	450		4301-4750	45.00
			AXIS Short Term Fund	250		4751-5000	25.00
				5,000			500.00
			Total				
Tranche 2		4 years	ICICI PRUDENTIAL SHORT TERM PLAN	300	INE768C07025	5001-5300	30.00
			ICICI Prudential Equity & Debt Fund	650		5301-5950	65.00
			ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	700		5951-6650	70.00
			ICICI PRUDENTIAL SAVINGS FUND	550		6651-7200	55.00
			ICICI PRUDENTIAL FLOATING INTEREST FUND	1,100		7201-8300	110.00
			UTI - CCF-Saving Plan	1,000		8301-9300	100.00
			UTI - Credit Risk Fund	450		9301-9750	45.00
			AXIS Short Term Fund	250		9751-10000	25.00
				5,000			500.00
			Total				
Tranche 3		5 years	ICICI PRUDENTIAL SHORT TERM PLAN	300		10001-10300	30.00
			ICICI Prudential Equity & Debt Fund	700		10301-11000	70.00
			ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	650		11001-11650	65.00



			ICICI PRUDENTIAL SAVINGS FUND	550		11651-12200	55.00
			ICICI PRUDENTIAL FLOATING INTEREST FUND	1,100		12201-13300	110.00
			UTI - Unit Linked Insurance Plan	1,000	INE768C07033	13301-14300	100.00
			UTI - Credit Risk Fund	250		14301-14550	25.00
			UTI - MEDIUM TERM FUND	200		14551-14750	20.00
			AXIS Short Term Fund	250		14751-15000	25.00
			Total	5,000			500.00
			Grand Total	15,000			1,500.00

RESOLVED FURTHER THAT the NCD Certificate in the format approved, bearing the above said ISIN details and certificate numbers be issued under the Common Seal of the Company to be affixed thereto in the presence of any one of the directors of the Company and Dr. Sharvil P. Patel, Chairman of the Committee, Mr. Tarun G. Arora and Mr. Umesh V. Parikh, members of the Committee and Mr. Dhaval N. Soni, Company Secretary of the Company, ("Authorised Officers"), who shall sign the same in the token thereof.

RESOLVED FURTHER THAT the NCDs be credited to the demat account of the Identified Investors through the corporate action with the National Securities Depository Limited and / or Central Depository Services (India) Limited and the Committee hereby approves the delivery of duly executed documents and instruments as required to allot the NCDs to the demat account of the Identified Investors and to provide a copy of such documents to the Identified Investors.

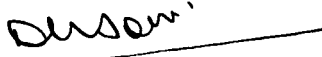
RESOLVED FURTHER THAT the Company, is hereby authorized to enter the particulars of the issue and allotment of the NCDs in the register of the NCD holders maintained by the Company.

RESOLVED FURTHER THAT Authorised Officers be and are hereby severally authorized to take all the necessary actions with regard to the allotment of NCDs in demat mode and do all such acts, deeds and things in respect of such allotment including but not limited to filing of the Form PAS-3 with the registrar of company within 15 days from the date of allotment, filing of the Disclosure Document with NSE within 15 days of the date of allotment for listing of the NCDs on the NSE, or within such period as permitted under applicable law, necessary documents with the relevant registrar of companies, and to do such other acts, deeds and things as may be required to give effect to these resolutions.



RESOLVED FURTHER THAT the certified true copy of the foregoing resolution be furnished to the stock exchanges, depositories, debenture trustee and such person as may be deemed necessary under the signature of any of the Authorized Officers.

CERTIFIED TO BE TRUE
For **ZYDUS WELLNESS LIMITED**



DHAVAL N. SONI
COMPANY SECRETARY



Place: Ahmedabad

Date: January 16, 2019

January 16, 2019

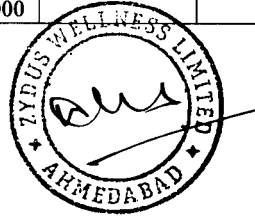
To
Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W)
Mumbai 400 078

Kind Attn: Mr. Ganesh Jadhav

Sub: Beneficiary Account details for Secured Rated Listed Redeemable Non-Convertible Debentures of Rs. 10 Lakh each

Please find below mentioned the list of allottees for the above mentioned subject;

Sr. No.	ISIN	Beneficiary Name	Qty.	DP ID	Client ID
1	INE768C07017	ICICI PRUDENTIAL SHORT TERM PLAN	400	IN300126	11218522
		ICICI Prudential Equity & Debt Fund	650	IN300126	11218380
		ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	657	IN300126	11218322
		ICICI PRUDENTIAL SAVINGS FUND	550	IN300126	11218234
		ICICI PRUDENTIAL FLOATING INTEREST FUND	1000	IN300126	11218530
		ICICI PRUDENTIAL FIXED MATURITY PLAN SERIES 84 - 1235 DAYS PLAN R	23	IN300142	10764169
		ICICI PRUDENTIAL FIXED MATURITY PLAN SERIES 84 - 1287 DAYS PLAN I	20	IN300142	10763150
		Axis Short Term Fund	250	IN300167	10068935
		UTI – Hybrid Equity Fund	250	IN300812	10491662
		UTI - Retirement Benefit Pension Fund	750	IN300812	10493623
		UTI - Credit Risk Fund	450	IN300812	10499376
Total			5,000		



Sr. No.	ISIN	Beneficiary Name	Qty.	DP ID	Client ID
2	INE768C07025	ICICI PRUDENTIAL SHORT TERM PLAN	300	IN300126	11218522
		ICICI Prudential Equity & Debt Fund	650	IN300126	11218380
		ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	700	IN300126	11218322
		ICICI PRUDENTIAL SAVINGS FUND	550	IN300126	11218234
		ICICI PRUDENTIAL FLOATING INTEREST FUND	1100	IN300126	11218530
		Axis Short Term Fund	250	IN300167	10068935
		UTI - CCF-Saving Plan	1,000	IN300812	10495214
		UTI - Credit Risk Fund	450	IN300812	10499376
Total			5,000		
3	INE768C07033	Axis Short Term Fund -	250	IN300167	10068935
		ICICI PRUDENTIAL SHORT TERM PLAN	300	IN300126	11218522
		ICICI Prudential Equity & Debt Fund	700	IN300126	11218380
		ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	650	IN300126	11218322
		ICICI PRUDENTIAL SAVINGS FUND	550	IN300126	11218234
		ICICI PRUDENTIAL FLOATING INTEREST FUND	1100	IN300126	11218530
		UTI - Unit Linked Insurance Plan	1,000	IN300812	10488845
		UTI - Credit Risk Fund	250	IN300812	10499376
		UTI - MEDIUM TERM FUND	200	IN300812	10502463
		Total			5,000

Kindly carry out appropriate procedures for crediting the aforesaid accounts.

Yours sincerely

For, **ZYDUS WELLNESS LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY



January 16, 2019

To
National Securities Depository Ltd.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400013

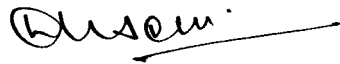
Subject: - **FILING OF PAS-3**

Dear Sir,

This is to confirm that the return of allotment in Form PAS-3 of Non-Convertible Debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) allotted by the Committee of Directors of the company on the private placement basis in their meeting held on January 16, 2019 will be filed with the Registrar of Companies (ROC) within the prescribed timeline.

Accordingly, the Return of Allotment in Form PAS-3, once filed with ROC, will be shared with the National Securities Depository Limited immediately for their record.

For, **ZYDUS WELLNESS LIMITED**



DHAVAL N. SONI
COMPANY SECRETARY



Date: January 16, 2019

To,

The Managing Director,
National Securities Depository Limited.
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013

**Subject:- Issue of Non-Convertible Debentures ('NCD'/'Debentures') under Fresh
ISIN No. INE768C07017**

Dear Sir,

We reference to above subject we intends to issue Non-Convertible Debentures ('NCD'/'Debentures') under Fresh ISIN No. INE768C07017, the Allotment Date of which is January 16, 2019. As this is fresh ISIN, hence Annexure copy is not applicable for same.

Request you to please process the online corporate action.

For, ZYDUS WELLNESS LIMITED


DHAVAL N. SONI
COMPANY SECRETARY



Date: January 16, 2019

To,

The Managing Director,
National Securities Depository Limited.
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013

**Subject:- Issue of Non-Convertible Debentures ('NCD'/'Debentures') under Fresh
ISIN No. INE768C07025**

Dear Sir,

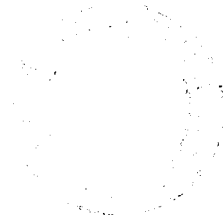
We reference to above subject we intends to issue Non-Convertible Debentures ('NCD'/'Debentures') under Fresh ISIN No. INE768C07025, the Allotment Date of which is January 16, 2019. As this is fresh ISIN, hence Annexure copy is not applicable for same.

Request you to please process the online corporate action.

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI
COMPANY SECRETARY



Date: January 16, 2019

To,

The Managing Director,
National Securities Depository Limited.
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013

**Subject:- Issue of Non-Convertible Debentures ('NCD' / 'Debentures') under Fresh
ISIN No. INE768C07033**

Dear Sir,

We reference to above subject we intends to issue Non-Convertible Debentures ('NCD' / 'Debentures') under Fresh ISIN No. INE768C07033, the Allotment Date of which is January 16, 2019. As this is fresh ISIN, hence Annexure copy is not applicable for same.

Request you to please process the online corporate action.

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI
COMPANY SECRETARY



SUMMARY TERM SHEET

Issuer	Zydus Wellness Limited
Issue Size	Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only)
Objects of the Issue	<p>The net proceeds of the Issue will be utilised inter-alia for:</p> <p>(a) part financing the consideration payable for the Acquisition of equity shares of Heinz Italia SPA by the Issuer and / or its wholly owned entiy(ies);</p> <p>(b) paying the fees, costs and expenses incurred in connection with the Acquisition and the Issue of the Debentures; and</p> <p>(c) investments in liquid mutual fund debt schemes with a minimum AUM of INR 5000,00,00,000 (Indian Rupees five thousand crores) and minimum ranking of CPR1 from CRISIL.</p>
Instrument	Secured, Listed Rated Redeemable Non-Convertible Debentures ("Debentures") of the face value of Rs. 10 Lakh each, with marketable lot of one, for cash aggregating to Rs. 1,500 Crore ("Issue") in three tranches, namely Tranche 1 Debentures, Tranche 2 Debentures and Tranche 3 Debentures.
Nature and status of Bonds	Secured
Issuance Mode	Demat
Convertibility	Non - Convertible
Trading Mode	On the Wholesale Debt Market Segment of National Stock Exchange of India Limited
Credit Rating	<p>AA+ Stable from CRISIL Limited</p> <p>AA+ Stable from CARE Ratings Limited</p>
Face Value	Rs. 10,00,000/- (Rupees Ten lakh only)
Premium/ Discount on Issue	Not Applicable
Issue Price	Rs. 10,00,000/- (Rupees Ten Lakh only)
Premium/ Discount on redemption	Not Applicable
Maturity	<p>Tranche 1 - 3 (three) years</p> <p>Tranche 2 - 4 (four) years</p> <p>Tranche 3 - 5 (five) years</p>
Redemption / Maturity Date	<p>Tranche 1 on January 14, 2022</p> <p>Tranche 2 on January 16, 2023</p> <p>Tranche 3 on January 16, 2024</p>

Lock-in-Period	NA
Minimum Application	Rs. 10,00,000/- and in multiples of such amount thereafter
Put Option	Not Applicable
Call Option	Not Applicable
Call Option Price	Not Applicable
Call Notification Time	Not Applicable
Coupon Rate	9.14% payable semi-annually
Step Up/ Step Down Coupon Rate	In the event there is a downgrade in the Credit Rating of the Debentures or the Issuer below 'AA+' by any Rating Agency having an outstanding rating on the Debentures or the Issuer, the Coupon for the Debentures shall be revised upwards by 0.25% for each notch of such downgrade, from the date of such downgrade and shall be payable on the immediately next Coupon Payment Date (the "Step Up Coupon")
Coupon Payment Frequency	Semi-annually
Coupon / Interest Payment Date	Means the last Business Day of each 6 (six) month period in a Financial Year.
Redemption Amount and Cash Flows	As per Annexure A
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	N.A.
Default Interest Rate	<p>Payment Default Interest - at the rate of 2% per annum, payable in case of default in payment of any monies accruing due on the respective Due Dates, over and above the applicable Coupon, in respect of all Outstanding Amounts for the period of default or delay and/or all amounts due under the Debenture Trust Deed for the period of default or delay.</p> <p>Security Default Interest - at the rate of 2% per annum or such higher rate as may be prescribed by Applicable Law, payable in the event the Security Interest stipulated in accordance with the terms of the Issue and set out under Debenture Trust Deed and the Disclosure Documents is not created and perfected within the timelines stipulated therein, over and above the Coupon on the Outstanding Amounts, till the date of creation and perfection of the Security Interest.</p> <p>Listing Default Interest - at the rate of 1% per annum payable in case of delay in</p>

	listing beyond 15 days from the Deemed Date of Allotment, over the Coupon on the Outstanding Amounts to the Debenture holders from the expiry of 20 (twenty) days from the Deemed Date of Allotment till the listing of the Debentures in accordance with the Disclosure Documents.
Day Count Basis	365
Interest on Application Money	Not Applicable
Listing	On Wholesale Debt Market Segment of the National Stock Exchange of India Limited
Trustees	Catalyst Trusteeship Limited
Depository	National Securities Depository Limited and Central Securities Depository Limited.
Registrars	Link Intime India Private Limited
Manner of settlement	Settlement of the Issue will be done through National Securities Clearing Corporation Limited (NSCCL) and the account details are given in the Disclosure Document.
Settlement cycle	The process of pay-in of funds by the identified investors and pay-out to Issuer will be done on T+1 day, where T is the Issue day
Business Day Convention	means, in case any Due Date falls on a day which is not a Business Day, the payment to be made on such Due Date shall be made on the next Business Day, except where the Redemption Date falls on a day which is not a Business Day, in which case all payments to be made on the Redemption Date, shall be made on the immediately preceding Business Day
Record Date	means collectively the date which is 15 (fifteen) days prior to each Coupon Payment Date or Redemption Date, as the case may be for the purposes of actual payment.
Payment Mode	Electronic
Eligible Investors	<p>“Eligible Investors” means any of the following entities:</p> <ul style="list-style-type: none"> (a) provident funds, superannuation funds and gratuity funds; (b) mutual funds; (c) companies, bodies corporate and societies; (d) insurance companies; (e) commercial banks and financial institutions; (f) regional rural banks; (g) co-operative banks; (h) non-banking financial companies and residuary non-banking financial companies; (i) foreign portfolio investors; (j) SEBI registered foreign institutional investors (FIIs) and sub-accounts of FIIs; and

	(k) any other investor authorized to invest in these Debentures;
Non-Eligible classes of Investors	Any class of investors other than Eligible Investors, as mentioned above
Transaction Documents	means collectively, the Debenture Documents and the Acquisition Documents
Conditions precedent to subscription of Bonds	The detailed list of conditions precedent items for this Issue is set out in the Debenture Trust Deed.
Disclosure Document	The disclosure document for private placement of Secured, Listed Rated Redeemable Non-Convertible Debentures of the face value of Rs. 10 Lakh each for cash aggregating Rs. 1,500 Crore.
Conditions subsequent to subscription of Bonds	The detailed list of conditions subsequent items for this Issue is set out in the Debenture Trust Deed.
Cross Default	cross default in relation to any Financial Indebtedness availed by the Target or the Parent Company or the Obligor.
Role and Responsibilities of Trustees	The Issuer has appointed Catalyst Trusteeship Limited registered with SEBI, as Debenture Trustee for the benefit of Debenture Holders. The Debenture Trustee has given its consent to the Issuer for its appointment and has entered into a Debenture Trustee Agreement with the Issuer. The Issuer shall enter into a Debenture Trust Deed, inter alia, specifying the terms and conditions of the Debentures and the powers, authorities and obligations of the Issuer and the Debenture Trustee in respect of the Debentures. The roles and responsibilities of the Debenture Trustee are set out in the Debenture Trustee Agreement and Debenture Trust Deed.
Governing Law and Jurisdiction	<p>(i) Governed by the laws of India.</p> <p>(ii) The courts and tribunals in Ahmedabad and New Delhi shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Debenture Trust Deed and that accordingly any suit, action or proceedings (together referred to as "Proceedings") arising out of or in connection with Debenture Trust Deed may be brought in such courts or the tribunals and the Issuer irrevocably submits to and accepts for itself and in respect of its property, generally and unconditionally, the jurisdiction of those courts or tribunals.</p>
Additional Covenants	The covenants as set out in the Debenture Trust Deed.
Applicable RBI Guidelines	None
Prohibition on Purchase/ Funding of Bonds	Not Applicable
Issue Opening Date	January 15, 2019

Issue Closing Date	January 15, 2019
Pay In Dates	January 16, 2019
Deemed Date of Allotment	January 16, 2019

Defined Terms

Debenture Trust Deed	Means the trust deed to be entered into between the Issuer and the Debenture Trustee.
Debenture Trustee Agreement	Means the debenture trustee agreement entered into between the Issuer and the Debenture Trustee for the appointment of the Debenture Trustee.
Majority Debentureholders	Means persons holding an aggregate amount representing not less than 51% (fifty one) of the value of the nominal amount of the Debentures for the time being outstanding.
Target	Heinz India Private Limited.
Parent	Cadila Healthcare Limited, 74.79% owned and controlled by Mr. Pankaj Patel and his family including Zydus Family Trust
Obligors	The Issuer and its directly or indirectly wholly owned entities.
Acquisition	Means the acquisition of 100% of the equity share capital of the Target by the Acquirer(s), either directly or indirectly, from the Seller pursuant to the terms of the Acquisition Documents.
Acquirers	Means either the Issuer and/or other entity(ies) directly/indirectly wholly owned and controlled by the Issuer, carrying out the Acquisition.

For Barclays Bank PLC




Hardik Dalal

Director, +91 22 6719 6261

IMPORTANT NOTICE

This document has been prepared by Barclays Bank PLC ("Barclays"), for information purposes only. This document is an indicative summary of the terms and conditions of the transaction described herein and may be amended, superseded or replaced by subsequent summaries. The final terms and conditions of the transaction will be set out in full in a binding transaction document.

This document shall also not constitute an underwriting commitment, an offer of financing, an offer to sell, or the solicitation of an offer to buy any securities, commodities or other instruments, all of which shall be subject to Barclays' internal approvals. No transaction or services whatsoever including as may be related thereto are contemplated without Barclays' subsequent formal agreement. Barclays is acting solely as principal and not as advisor or fiduciary. Accordingly you must independently determine, with your own advisors, the appropriateness for you of the transaction before transacting. Barclays accepts no liability whatsoever for any consequential losses arising from the use of this document or reliance on any information contained herein. Barclays, its affiliates and the individuals associated therewith may (in various capacities) have positions or deal in transactions or securities (or related derivatives) identical or similar to those described herein. We have sent you this document in our capacity as a potential counterparty acting at arm's length. We are not acting as your financial adviser nor in a fiduciary capacity in respect of the proposed transaction or any other transaction with you unless otherwise expressly agreed by us in writing. Also no representation is made concerning the tax implications in any applicable jurisdiction of the proposed transactions referred to herein and we are not advising you in respect of the tax implications. Before entering into any transaction, you should take steps to ensure that you understand the transactions and have made an independent assessment of the appropriateness of the transactions in light of your own objectives and circumstances, including the possible risks and benefits of entering into such transactions and also the tax implications of entering into the proposed transactions, including seeking tax and other advice in any applicable jurisdiction.

Barclays does not guarantee the accuracy or completeness of information which is contained in this document and which is stated to have been obtained from or is based upon trade and statistical services or other third party sources. Any data on past performance, modeling, scenario analysis or back-testing contained herein is no indication as to future performance. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any modeling, scenario analysis or back-testing. All opinions and estimates are given as of the date hereof and are subject to change. The value of any investment may fluctuate as a result of market changes. The information in this document is not intended to predict actual results and no assurances are given with respect thereto.

NO ACTION HAS BEEN MADE OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE TRANSACTION / SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. NO OFFERS, SALES, REALES OR DELIVERY OF THE TRANSACTION DESCRIBED HEREIN OR DISTRIBUTION OF ANY OFFERING MATERIAL RELATING TO SUCH TRANSACTION MAY BE MADE IN OR FROM ANY JURISDICTION EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS AND WHICH WILL NOT IMPOSE ANY OBLIGATION ON BARCLAYS OR ANY OF ITS AFFILIATES. THIS DOCUMENT DOES NOT DISCLOSE ALL THE RISKS AND OTHER SIGNIFICANT ISSUES RELATED TO AN INVESTMENT IN THE TRANSACTION. PRIOR TO TRANSACTING, YOU SHOULD ENSURE THAT YOU FULLY UNDERSTAND THE TERMS OF THE TRANSACTION AND ANY APPLICABLE RISKS, WHICH MAY NOT BE FULLY EXPLAINED ABOVE.

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant assigning organisation.

Barclays offers premier investment banking products and services to its clients through Barclays Bank PLC.

Barclays Bank PLC is registered in England No. 1026167. Registered Office: 1 Churchill Place, London E14 5HP.

Copyright Barclays Bank PLC 2018 (all rights reserved). This document is confidential, and no part of it may be reproduced, distributed or transmitted without the prior written permission of Barclays. Barclays Bank PLC is authorised by the UK Prudential Regulation Authority and regulated by the UK Financial Conduct Authority and the UK Prudential Regulation Authority. Barclays Bank PLC in India is inter alia subject to regulation by and supervision of the Reserve Bank of India.

ANNEXURE A

REDEMPTION AND CASH FLOW

Tranche I

Date	Interest Schedule	Principle Repayment	Total Cash Flows
16-Jan-19			-5,000,000,000
16-Jul-19	227,873,972.600		227,873,973
16-Jan-20	230,378,082.190		230,378,082
16-Jul-20	227,251,366.120		227,251,366
18-Jan-21	232,245,901.640		232,245,902
16-Jul-21	224,117,808.220		224,117,808
14-Jan-22	227,873,972.600	5,000,000,000	5,227,873,973

Tranche II

Date	Interest Schedule	Principle Repayment	Total Cash Flows
16-Jan-19			-5,000,000,000
16-Jul-19	227,873,972.600		227,873,973
16-Jan-20	230,378,082.190		230,378,082
16-Jul-20	227,251,366.120		227,251,366
18-Jan-21	232,245,901.640		232,245,902
16-Jul-21	224,117,808.220		224,117,808
17-Jan-22	231,630,136.990		231,630,137
18-Jul-22	227,873,972.600		227,873,973
16-Jan-23	227,873,972.600	5,000,000,000	5,227,873,973

Tranche III

Date	Interest Schedule	Principle Repayment	Total Cash Flows
16-Jan-19			-5,000,000,000
16-Jul-19	227,873,972.600		227,873,973
16-Jan-20	230,378,082.190		230,378,082
16-Jul-20	227,251,366.120		227,251,366
18-Jan-21	232,245,901.640		232,245,902
16-Jul-21	224,117,808.220		224,117,808
17-Jan-22	231,630,136.990		231,630,137
18-Jul-22	227,873,972.600		227,873,973
16-Jan-23	227,873,972.600		227,873,973
17-Jul-23	227,873,972.600		227,873,973
16-Jan-24	229,126,027.400	5,000,000,000	5,229,126,027