

Ref: EPL/CS/SE/0045/2025

Date: June 21, 2025

To,

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| National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Script Symbol: EMCURE | BSE Limited P J Towers, Dalal Street, Mumbai- 400 001 Scrip Code/Symbol: 544210/ EMCURE |
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Dear Sir/Madam,

Subject: Outcome of Board Meeting held on June 21, 2025.

We hereby inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with Schedule III of aforesaid regulation, the Board of Directors of the Company at its meeting held today i.e. Saturday, June 21, 2025, has *inter-alia* transacted and approved the following businesses:

1. Approval for acquisition of Equity Shares of Zuventus Healthcare Limited, Subsidiary of the Company

The Board of Directors of the Company has approved the acquisition of 4,095,180 Equity Shares, constituting 20.42% of the total issued and paid up capital of Zuventus Healthcare Limited ("Zuventus"), a subsidiary of the Company, from all its individual shareholders, thereby making Zuventus a wholly-owned subsidiary of the Company.

The particulars of the disclosure required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations are provided in **Annexure A**, enclosed herewith.

2. Approval of the requests received from certain members of Promoter and Promoter Group for seeking re-classification from 'Promoter and Promoter Group' category to 'Public' category of the Company

The Board of Directors of the Company has approved the requests received from certain members of Promoter and Promoter Group for seeking re-classification from the 'Promoter and Promoter Group' category to the 'Public' category of the Company, subject to receipt of 'No Objective Certificate' from Stock Exchanges, namely, BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and approval of the Members of the Company.

Emcure Pharmaceuticals Limited

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

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E-mail: corporate@emcure.com Website: www.emcure.com CIN: L24231PN1981PLC024251

The list of the members of Promoter and Promoter Group seeking re-classification, who are not holding any Equity Shares of the Company, are as under:

| Sr. No. | Name of the applicants i.e. members of the Promoter and Promoter Group seeking re-classification |
|---------|--|
| 1. | Jashvantlal Hiralal Shah |
| 2. | Pravina J. Shah |
| 3. | Jigar J. Shah |
| 4. | Manish J. Shah |
| 5. | Akhil Bharadwaj |
| 6. | Malti Bharadwaj |
| 7. | Aditi Shrivastav |
| 8. | Madan Mohan Thapar |
| 9. | Ramni Thapar |
| 10. | Bhavna Battu |
| 11. | Uth Beverage Factory Private Limited |
| 12. | Thapar Ventures Private Limited |
| 13. | Avet Lifesciences Private Limited |
| 14. | Incredible Ideas Private Limited |
| 15. | Incredible Ventures Private Limited |
| 16. | Thapar Vision LLP |
| 17. | Heritage Pharma Holdings Inc. |
| 18. | H. M. Sales Corporation |
| 19. | Sassy Stories |
| 20. | Akanksha Eye Clinic & Nursing Home |
| 21. | Indus Trust |
| 22. | Tulsi Trust |
| 23. | Cayuga Trust |
| 24. | Menlo Trust |
| 25. | Sapphire Trust |
| 26. | Himalayan Trust |
| 27. | Irrevocable Deed of Trust of Umakant Shah |
| 28. | Kaja Investments LLC |
| 29. | The RAMNI and MADAN THAPAR Revocable Living Trust |

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3. Incorporation of a wholly-owned Subsidiary by the name “Emcure Wellness Private Limited” in Pune, Maharashtra, India.

The Board of Directors of the Company has approved the proposal for incorporation of a wholly-owned subsidiary company by the name “**Emcure Wellness Private Limited**” or such other name as may be approved by Ministry of Corporate Affairs, in Pune, Maharashtra, India.

The particulars of the disclosure required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations are provided in **Annexure B**, enclosed herewith.

The meeting of the Board of Directors of the Company commenced at 11.05 a.m. (IST) and concluded at 11.23 a.m. (IST).

You are requested to take the above information on your records.

Thanking you,

For Emcure Pharmaceuticals Limited

Chetan Sharma
Company Secretary & Compliance Officer
Membership Number: F8352

Encl.: As above

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Annexure A

Disclosure under Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| Sr. No | Particulars | Information |
|--------|--|---|
| a) | Name of the target entity, details in brief such as size, turnover etc. | <p>Zuventus Healthcare Limited, having CIN: U85320PN2002PLC018324 and registered office at Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra, India (“Zuventus”).</p> <p>Zuventus is a Subsidiary of the Company, involved in the business of dealing in all types, descriptions, specifications, strengths and application of pharmaceutical medicaments in healthcare.</p> <p>Turnover for the Financial Year ended March 31, 2025: Rs. 10,798.99 Millions</p> <p>PAT for the the Financial Year ended March 31, 2025: Rs. 1,347.82 Millions</p> <p>Authorized Share Capital: Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)</p> <p>Paid-up Share Capital: Rs. 20,05,51,800/- (Rupees Twenty Crore Five Lakhs Fifty-One Thousand and Eight Hundred only)</p> |
| b) | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length” | <p>Zuventus is a Subsidiary of the Company and therefore, a related party. Certain Directors of Zuventus who are also Members of Zuventus, are related parties.</p> <p>Nature of Interest: The Company currently owns 79.58% shareholding in Zuventus. Certain Directors of the Company, who are also Members of Zuventus, are related parties.</p> <p>The transaction shall be done at arm’s length basis.</p> |

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| | | |
|----|--|---|
| c) | Industry to which the entity being acquired belongs | Pharmaceuticals |
| d) | Objects and impacts of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | Proposed acquisition/purchase of 4,095,180 Equity Shares, constituting 20.42% of the total issued and paid up capital of Zuventus from all its individual shareholders, will make Zuventus a wholly-owned subsidiary of the Company. Emcure will enter into Share Purchase Agreement(s) with individual shareholders. |
| e) | Brief details of any governmental or regulatory approvals required for the acquisition | Not Applicable |
| f) | Indicative time period for completion of the acquisition | On or before September 30, 2025 |
| g) | Nature of consideration - whether cash consideration or share swap and details of the same | Cash Consideration |
| h) | Cost of acquisition or the price at which the shares are acquired | An aggregate consideration of Rs. 7,249 Millions payable in cash in one or more tranches on closing, based on valuation. |
| i) | Percentage of shareholding/control acquired and/ or number of shares acquired | The existing Equity shareholding of the Company in Zuventus is 79.58%. Post-acquisition, the shareholding of the Company in Zuventus will be 100%. |
| j) | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief) | 1. Background: Zuventus was incorporated on May 27, 2002 as a private limited company under the Companies Act, 1956, with the name Zuventus Healthcare Private Limited. It was subsequently converted into a public limited company and consequently the name of Zuventus was changed from 'Zuventus Healthcare Private Limited' to 'Zuventus Healthcare Limited' and a certificate of change of name was issued on July 26, 2002. |

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| | | <p>2. Products / line of business: Zuventus is involved in the business of dealing in all types, descriptions, specifications, strengths and application of pharmaceutical medicaments in healthcare.</p> <p>3. Date of incorporation: May 27, 2002</p> <p>4. Last 3 years' turnover: i) FY 2024-25: Rs. 10,798.99 Millions ii) FY 2023-24: Rs. 10,471.22 Millions iii) FY 2022-23: Rs. 9,957.21 Millions</p> <p>5. Country of operation: India</p> |
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Annexure B**Disclosure under Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

| Sr. No | Particulars | Information |
|---------------|--|---|
| a) | Name of the target entity, details in brief such as size, turnover etc. | Name: Emcure Wellness Private Limited or such other name as may be approved by Ministry of Corporate Affairs Proposed Authorized Share Capital: Rs. 10,00,00,000/- (Rupees Ten Crores only) Proposed Paid-up Share Capital: Rs. 1,00,000/- (Rupees One Lakh only) Turnover: Not Applicable, as the entity is yet to be incorporated. |
| b) | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length" | The proposed entity would be a wholly-owned Subsidiary (WoS) of the Company and hence once incorporated, the WoS will be a related party of the Company and other subsidiaries. Save and except what is mentioned above, the Promoters / Promoter Group / Group Companies are not interested in the transaction. |
| c) | Industry to which the entity being acquired belongs | Pharmaceuticals |
| d) | Objects and impacts of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | WoS is being incorporated to manufacture, promote, sale and distribute pharmaceuticals and other related product(s). |
| e) | Brief details of any governmental or regulatory approvals required for the acquisition | Not Applicable |
| f) | Indicative time period for completion of the acquisition | Not Applicable |

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| g) | Nature of consideration - whether cash consideration or share swap and details of the same | 100% subscription to initial paid-up share capital of Rs. 1,00,000/- (Rupees One Lakh only) is in cash. |
| h) | Cost of acquisition or the price at which the shares are acquired | At face value of Rs.10/- per share. |
| i) | Percentage of shareholding/ control acquired and/ or number of shares acquired | 100% subscription to the share capital of the proposed WoS. |
| j) | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief) | Not applicable since the proposed WoS is yet to be incorporated. |

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