

<b>Bombay Stock Exchange Limited</b> 1 <sup>st</sup> Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
<b>Date:</b> June 11, 2021	
<b>Re.:</b> Proceedings of the 1 <sup>st</sup> Extra Ordinary General Meeting of the Financial Year 2021-2022 of the members of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the 1<sup>st</sup> Extra Ordinary General Meeting of the Financial Year 2021-2022 of the members of the Company held today i.e. June 11, 2021, pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find the same in order.

Thanking you,

Yours faithfully,  
For, **CADILA HEALTHCARE LIMITED**

**DHAVAL N. SONI**  
**COMPANY SECRETARY**

Encl.: As above

**Proceedings of the 1<sup>st</sup> Extra Ordinary General Meeting of the Financial Year 2021-2022 ("EOGM") of Cadila Healthcare Limited held on Friday, June 11, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10.24 a.m.**

**Following Directors / Key Managerial Personnel / Auditors of the Company attended the EOGM through VC / OAVM:**

- |     |                         |   |
|-----|-------------------------|---|
| 1.  | Mr. Pankaj R. Patel     | Chairman  |
| 2.  | Mr. Nitin R. Desai      | Independent Director  |
| 3.  | Mr. Mukesh M. Patel     | Non-Executive Director  |
| 4.  | Ms. Dharmishta N. Raval | Independent Director  |
| 5.  | Mr. Apurva S. Diwanji   | Independent Director  |
| 6.  | Mr. Bhadresh K. Shah    | Independent Director  |
| 7.  | Dr. Sharvil P. Patel    | Managing Director   |
| 8.  | Mr. Ganesh N. Nayak     | Executive Director  |
| 9.  | Mr. Nitin D. Parekh     | Chief Financial Officer   |
| 10. | Mr. Dhaval N. Soni      | Company Secretary   |
| 11. | Mr. Rajesh Hiranandani  | Partner-Deloitte Haskins & Sells LLP, Statutory Auditors  |
| 12. | Mr. Bharat Khombhadia   | Sr. Manager- Deloitte Haskins & Sells LLP, Statutory Auditors   |
| 13. | Mr. Manoj Hurkat        | Secretarial Auditor and Scrutinizer appointed for Submitting his report on remote e-voting and e-voting during the EOGM |

**Members Attendance**

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 76,63,99,434 shares aggregating to 74.86% of the total paid-up equity share capital were received.

61 members attended the meeting in person including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, occupied the position of Chairman and welcomed the members and other invitees to the EOGM of the Company.

After ascertaining that requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman informed that this EOGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Mr. Rajesh Hiranandani, Partner and Mr. Bharat Khombhadia, Sr. Manager, representing Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company. The Chairman also acknowledged the presence of Mr. Nitin R. Desai, Chairman of Audit Committee and Nomination Remuneration Committee and Mr. Mukesh M. Patel, Chairman of Stakeholders' / Investors' Relationship Committee.

The Notice convening the EOGM of the Company dated May 15, 2021, as circulated to the members of the Company, was taken as read.

One shareholder asked about the rationale for the proposed sale / disposal of the Animal Healthcare Established Markets Undertaking, forming part of the special resolution. She also asked about the investors who is going to acquire the business undertaking, as mentioned in the special resolution. She also asked certain questions pertaining to COVID-19 situation and the progress of vaccine of the Company.

The Chairman clarified that the proposed slump sale was only for one of the business undertakings of the subsidiary company. He provided details of the entire process of sale and the rationale for sale of the business undertaking. The Chairman also mentioned that the sale is proposed to a consortium of investors led by Multiples, which is a private equity firm.

The Chairman also informed that since this EOGM is held for transacting the business as mentioned in the Notice of EOGM, the questions raised about the COVID-19 situation and the progress of vaccine will be duly answered separately.

The Chairman informed that as per section 108 of the 2013 Act read with rule 20 (Voting through electronic means) of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and regulation 44 of the Listing Regulations, 2015, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Chairman further informed that the special resolution prescribed in the Notice of EOGM will be passed through e-voting process by the members / representatives who did not participate in remote e-voting and who participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the EOGM, to conduct in a fair and transparent manner, scrutinize the voting and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following resolutions as set out in the Notice of EOGM were open for e-voting during the EOGM:

**Special business:**

To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.

The Chairman informed that the results of voting on the above resolution shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of consolidated Scrutinizer's Report within statutory time period. He further informed that the results shall also be uploaded on the Company's website [www.zyduscadila.com](http://www.zyduscadila.com) together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman announced formal closure of the EOGM of the Company.

**E-voting during the EOGM:**

The Company Secretary explained in detail the procedure for e-voting during EOGM.

**Result of the remote e-voting and e-voting during EOGM on the special business at the EOGM of the Company held on Friday, June 11, 2021:**

On the basis of the consolidated Scrutinizer's Reports and the summary of voting mentioned in the following table, the Chairman announced the results of voting on June 11, 2021 that the special resolution provided in the Notice of EOGM has been duly passed by the requisite majority.

Special Business	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.	Remote e-voting	913029207	99.98	208731	0.02
	E-voting during EOGM	225	100.00	0	N.A.
	<b>Total</b>	<b>913029432</b>	<b>99.98</b>	<b>208731</b>	<b>0.02</b>

The following special resolution, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 held on June 11, 2021:

**“RESOLVED THAT** pursuant to the provisions of regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“the **Listing Regulations**”) and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (“the **Act**”) and rules framed thereunder (“**Rules**”) and subject to the Memorandum of Association and Articles of Association of Cadila Healthcare Limited (“**CHL**” or “the **Company**”) and subject to such statutory / regulatory and other approvals, sanctions, consents, permissions, authorizations, as may be required to be obtained, to the extent applicable and necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) to sell, transfer, hive off or otherwise dispose of whole of the undertaking of Zydus Animal Health and Investments Limited (“**Z AHL**”), a wholly owned material subsidiary of the Company, namely Animal Healthcare Established Markets Undertaking, which includes the business of development, manufacturing, processing, importing, exporting, marketing, selling, distributing, storing or otherwise dealing in drugs, vaccines and feed supplements for livestock, poultry, companion and other animals for markets in India and other countries across the world excluding: (a) United States of America; and (b) countries in the continent of Europe (other than Belarus, Russia and Ukraine), along with the embedded goodwill and includes immovable assets, movable assets, inventory, brands and intangible assets, certain licensed trademarks, contracts, licenses and permissions, business records, transferring employees along with employee benefit funds, insurance policies, other assets and assumed liabilities (“**Undertaking**”), (which excludes the other undertakings and the entire businesses of Z AHL other than the Undertaking i.e.

remaining business as defined in the business transfer agreement ("**BTA**") as a going concern, by way of a slump sale as defined in section 2(42C) of the Income Tax Act, 1961 ("**Slump Sale**"), without values being assigned to the individual assets and liabilities, along with the goodwill associated with it by executing the BTA and other Ancillary Agreements, (BTA and other Ancillary Agreements are collectively referred to as "**Definitive Agreements**") between ZAHL and Zenex Animal Health India Private Limited (formerly known as Nutrizvit Animal Health India Private Limited (CIN: U24299GJ2021PTC120998) ("**Purchaser**"), a company incorporated under the provisions of the Act, for an aggregate lump sum consideration of INR 2,921 crores (Indian Rupees Two Thousand Nine Hundred and Twenty One crores only), on debt free and cash free basis, subject to certain closing date adjustments as specified in the BTA, with effect from such date, in such manner and on such terms and conditions specified in the Definitive Agreements executed in relation to such transaction (sale / transfer / hive off / disposal of Undertaking from ZAHL to the Purchaser be termed as "**Transaction**").

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, desirable and / or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in relation to the transfer of the Undertaking of wholly owned material subsidiary of the Company, as they may in their absolute discretion deem fit and as may be necessary for the completion of the Transaction as aforesaid in the best interest of the Company.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to file the necessary forms and returns with the Registrar of Companies and other statutory authorities and to do all other acts, deeds and things as may be necessary."

The above special resolution was passed with requisite majority through remote e-voting and e-voting during the EOGM.

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**PANKAJ R. PATEL**  
**CHAIRMAN OF THE 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING**  
**OF THE FINANCIAL YEAR 2021-2022**

Place: Ahmedabad  
Date: June 11, 2021