

BSE Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u> Code: 532321	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u> Symbol: Cadilahc
Date: February 18, 2022	
Re.: Proceedings of the Second 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 Second Extra Ordinary General Meeting of the financial year 2021-2022 of the members of the Company held today i.e. February 18, 2022, 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 Second Extra Ordinary General Meeting of the financial year 2021-2022 ("EOGM") of the members of Cadila Healthcare Limited held on Friday, February 18, 2022 through Video Conferencing ("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.

87 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.

The Directors, the Chief Financial Officer and the Company Secretary introduced themselves in the meeting.

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 representing Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company.

The Notice convening the EOGM of the Company dated January 21, 2022, as circulated to the members of the Company, was taken as read.

Two shareholders had requested for registering them as speaker shareholders, however, none of them attended the meeting. Hence no questions were raised during the meeting.

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 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 resolutions 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 EGM, 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 Company Secretary also informed the members of the Company that, Mr. Mukesh M. Patel is appointed as the Chairman for resolution set out at Item No. 3 of the Notice of EOGM for re-appointment of Dr. Sharvil P. Patel (DIN-00131995) as the Managing Director of the Company for a further period of 5 (five) years.

The following resolutions as set out at Item Nos. 1 to 3 of the Notice of EOGM were open for e-voting during the EOGM:

Special business:

1. Change in name of the Company.
2. Alteration in the Memorandum of Association and the Articles of Association of the Company.
3. Re-appointment of Dr. Sharvil P. Patel (DIN-00131995) as the Managing Director of the Company for a further period of 5 (five) years.

The Chairman informed that the results of voting on each 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.zyducadila.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman then 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 Businesses transacted at the EOGM of the Company held on Friday, February 18, 2022:

On the basis of the Consolidated Scrutinizer's Reports, the summary of voting is mentioned in the following table, the Chairman announced the results of done voting on February 18, 2022 that all the Resolutions for the Special businesses as set out at Item Nos. 1 to 3 in the Notice of EOGM have been duly passed by the requisite majority.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 1 of the Notice	Remote e-voting	910982959	99.99	10663	0.01
	E-voting during EOGM	2347	0.00	6	0.00
	Total	910985306	99.99	10669	0.01
Item No. 2 of the Notice	Remote e-voting	910982635	99.99	10984	0.01
	E-voting during EOGM	2347	0.00	6	0.00
	Total	910984982	99.99	10990	0.01
Item No. 3 of the Notice	Remote e-voting	811067921	89.04	99835668	10.96
	E-voting during EOGM	2347	0.00	6	0.00
	Total	811070268	89.04	99835674	10.96

The following resolutions for the special businesses as set out in Item Nos. 1 to 3 in the Notice of EOGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of Second Extra Ordinary General Meeting of the Financial Year 2021-2022 held on February 18, 2022:

Item No. 1: Special Resolution for Change in name of the Company:

“RESOLVED THAT pursuant to the provisions of sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read with rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”) and subject to the approval of the Registrar of Companies-Ahmedabad, Gujarat (“the **ROC**”) and other regulatory authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from “**Cadila Healthcare Limited**” to “**Zydus Lifesciences Limited**”.

RESOLVED FURTHER THAT the Board of Directors (“the **Board**”) be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and make an application in Form No. INC-24 and / or any other e-form to the ROC and

/ or to Central Government and / or Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate the powers to any officer of the Company to file the necessary forms and returns with the ROC and make an application to the stock exchanges, where the equity shares of the Company are listed and other statutory authorities to do all such acts, deeds, things and matters as may be necessary to give effect to the change in name of the Company.”

Item No. 2: Special Resolution for Alteration in the Memorandum of Association and the Articles of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of section 13(2), and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), upon receipt of a fresh certificate of incorporation from Registrar of Companies-Ahmedabad, Gujarat, the Name Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered by:

I. The name of the Company is **Zydus Lifesciences Limited**

RESOLVED FURTHER THAT in terms of section 14 of the Act and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with **Zydus Lifesciences Limited** upon approval of the same by Registrar of Companies-Ahmedabad, Gujarat.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (“the **Board**”) be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and / or any other e-form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution.”

Item No. 3: Ordinary Resolution for re-appointment of Dr. Sharvil P. Patel (DIN-00131995) as the Managing Director of the Company for a further period of 5 (five) years:

“**RESOLVED THAT** subject to the provisions of sections 2(54), 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (“the **Act**”) read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 89 of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and Board of Directors (“the **Board**”) consent of the members be and is hereby accorded to re-appoint Dr. Sharvil P. Patel (DIN-00131995) (“the **Appointee**”) as the Managing Director (Designated as a Key Managerial Personnel) of the Company for a further period of 5 (five) years with effect from April 1, 2022 to March 31, 2027 on payment of salary, commission and perquisites (herein after referred to as “**remuneration**”) and upon such terms and conditions as set out in the draft agreement proposed to be executed between the Company and the Appointee, with an authority to the Board or any Committee constituted or to be constituted by the Board to alter and vary the terms and conditions of the said re-appointment and / or agreement in such a manner as may be agreed to between the Board and the Appointee.

RESOLVED FURTHER THAT the remuneration payable to Dr. Sharvil P. Patel, in each financial year during the currency of his tenure of appointment shall not exceed the overall ceiling of the total managerial remuneration as provided under the provisions of section 197 read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Managing Director will be paid minimum remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

RESOLVED FURTHER THAT in addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling of minimum remuneration stated hereinabove;

- (a) Contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- (b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board or any committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

All the above resolutions were passed with requisite majority through remote e-voting and e-voting during the EOGM.

PANKAJ R. PATEL

**CHAIRMAN OF THE SECOND EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2021-2022 OF THE MEMBERS OF THE COMPANY**

Place: Ahmedabad

Date: February 18, 2022