

# CADILA HEALTHCARE LIMITED

[CIN L24230G]1995PLC025878]

Regd. Office: "Zydus Tower", Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad - 380 015.

## Notice

**Notice** is hereby given that the Nineteenth Annual General Meeting of the members of the Company will be held on Wednesday, the 30<sup>th</sup> day of July, 2014 at 10.00 a.m. at H. T. Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss of the Company for the year ended on March 31, 2014 and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Apurva S. Diwanji [DIN 00032072], who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Mukesh M. Shah & Co., Chartered Accountants [ICAI Registration No. 106625W] as statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Mr. H. Dhanrajgir [DIN 00004006], an Independent Director of the Company, who is appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of the 24<sup>th</sup> Annual General Meeting in the calendar year 2019."

6. To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Mr. Nitin Raojibhai Desai [DIN 00140239], an Independent Director of the Company, who is appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of 24<sup>th</sup> Annual General Meeting in the calendar year 2019."

7. To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Ms. D. N. Rawal [DIN 02792246], who was appointed as an Additional Director pursuant to provisions of section 161[1] of the Companies Act, 2013 and Article 67 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of 24<sup>th</sup> Annual General Meeting in the calendar year 2019."

8. To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 1.02 mio to M/s Dalwadi & Associates, Cost Accountants appointed by the Board to conduct the audit of cost records pertaining to Pharmaceutical products manufactured by the Company for the financial year ending on March 31, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the ordinary resolution passed at the 11<sup>th</sup> Annual General Meeting of the Company held on July 28, 2006 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force], consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed INR 15000 mio [Rupees Fifteen Thousand millions] over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

10. To consider and if thought fit, to pass with or without modification[s], the following resolutions as a **Special Resolution.**

**“RESOLVED THAT** pursuant to the provisions of section 42 and other applicable provisions, if any, of the Companies Act, 2013 [Act] read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 on Private Placement of securities and Regulations 19 to 22 of the Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008 read with schedule-I thereof [including any statutory modification[s] or re-enactment thereof, for the time being in force] and subject to provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer and invite subscription for the Secured Redeemable Non-convertible Debentures [“Bonds”], to the extent of INR 3500 mio [Rupees Three Thousand Five Hundred millions], in one or more tranches, during the current financial year ending on March 31, 2015, through private placement in conformity with rules, regulations and enactments as applicable from time to time subject to the total borrowing of the Company not exceeding the borrowing powers approved by the shareholders under section 180(1)(c) of the Act and to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to the face value, issue price, issue size, timing, amount, security, coupon / interest rate[s], yield, listing, allotment and other terms and conditions of issue of Bonds as they may, in their absolute discretion, deem necessary.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Incorporation] Rules, 2014 [including any statutory modification[s] or re-enactment thereof, for the time being in force], the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.”

**By order of the Board of Directors**

Place : Ahmedabad  
Date : May 16, 2014

**Upen H. Shah**  
Company Secretary

**NOTES :**

1. The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under item No. 5 to 11 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from July 21, 2014 to July 30, 2014 [both days inclusive] for the purpose of determining the names of the members entitled to dividend and Annual General Meeting.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/authorisation document authorising their representative to attend and vote on their behalf at the Meeting.
5. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund [IEPF] on the respective dates mentioned there against pursuant to provisions of section 205[C] of the Companies Act, 1956 and provisions of section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

Accounting Year ended	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
March 31, 2007	July 31, 2007	80%	August 5, 2014
March 31, 2008	July 29, 2008	90%	August 4, 2015
March 31, 2009	July 29, 2009	90%	August 4, 2016
March 31, 2010	July 27, 2010	100%	August 2, 2017
March 31, 2011	July 19, 2011	125%	July 25, 2018
March 31, 2012	August 8, 2012	150%	August 11, 2019
March 31, 2013	May 30, 2013	150 %@	June 15, 2020

@ Interim dividend

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with the Companies] Rules, 2012 [IEPF Rules], the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the Eighteenth Annual General Meeting held on September 30, 2013 on its website – [www.zyduscadila.com](http://www.zyduscadila.com)

6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Sharepro Services [India] Private Limited [Unit: Cadila Healthcare Limited], 416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Nr. M. J. Library, Ellis bridge, Ahmedabad - 380 006, changes, if any, in their registered address along with pin code number. Members holding shares in electronic form shall update such details with their respective Depository Participant.
7. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, **Annexure - A** to this Notice.
8. Notice of the Nineteenth Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email ids are registered with the Company or Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Nineteenth Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

Members may also note that the Notice of the Nineteenth Annual General Meeting and the Annual Report will also be available on the Company's website [www.zyduscadila.com](http://www.zyduscadila.com) for their download. The physical copies of the documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [investor.grievance@zyduscadila.com](mailto:investor.grievance@zyduscadila.com)

10. **Voting through electronic means:**

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in compliance of clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-Voting. The detailed process, instructions and manner for availing e-voting facility is provided in the **Annexure - B** to this Notice.

11. Proxy shall not vote, except on a poll.

**Request to the members:**

1. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance of the date of Annual General Meeting at its Registered Office, so as to enable the Company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

### **Explanatory Statement pursuant to section 102[1] of the Companies Act, 2013.**

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

#### **In respect of item No. 5**

Mr. H. Dhanrajgir is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on August 16, 2003.

Mr. Dhanrajgir was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 [hereinafter referred to as the Act], which are made applicable from April 1, 2014, Mr. Dhanrajgir being eligible and has offered himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto the conclusion of 24<sup>th</sup> Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act, proposing Mr. Dhanrajgir as a candidate for the office of Director of the Company.

Mr. Dhanrajgir is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Dhanrajgir that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Dhanrajgir possesses appropriate skills and experience in the field of pharmaceutical industry and finance. Brief resume of Mr. Dhanrajgir, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board / Committees, shareholding and relationship between Directors inter-se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice.

In the opinion of the Board, Mr. Dhanrajgir fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Mr. Dhanrajgir as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Keeping in view his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dhanrajgir as an Independent Director.

Save and except Mr. Dhanrajgir, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

#### **In respect of item No.6**

Mr. Nitin Raojibhai Desai is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on May 6, 2011.

Mr. Desai was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 [hereinafter referred to as the Act], which are made applicable from April 1, 2014, Mr. Desai being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Mr. Desai as a candidate for the office of Director of the Company.

Mr. Desai is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Desai that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Desai possesses appropriate skills and experience in the field of industry and finance. Brief resume of Mr. Desai, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice.

In the opinion of the Board, Mr. Desai fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Mr. Desai as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Desai as an Independent Director.

Save and except Mr. Desai, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 6.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

#### **In respect of item No.7**

Pursuant to provisions of section 161 of the Companies Act, 2013 [hereinafter referred to as the Act] and Article 67 of Articles of Association of the Company, the Board of Directors of the Company appointed Ms. D. N. Rawal as an Additional Director with effect from May 16, 2014. As per the provisions of section 149(1) of the Act and amendment proposed in clause 49 of the Listing Agreement, the Company should have one Woman Director. Ms. D. N. Rawal is an Independent Woman Director on the Board of the Company.

Pursuant to provisions of section 161[1] of the Act, which is effective from April 1, 2014, Ms. Rawal holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Ms. Rawal as a candidate for the office of the Director of the Company.

Ms. Rawal is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and she shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Ms. Rawal that she meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Ms. Rawal possesses appropriate skills, experience and knowledge in the field of corporate laws and finance. Brief resume of Ms. Rawal, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice.

In the opinion of the Board, Ms. Rawal fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Ms. Rawal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Keeping in view of her vast experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Rawal as an Independent Director.

Save and except Ms. Rawal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

### **In respect of item No.8**

The Board of Directors after considering the recommendation of Audit Committee, appointed M/s Dalwadi & Associates, Cost Accountants as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on March 31, 2015 and decided the remuneration of Rs. 1.02 mio plus service tax and out of pocket expenses.

As per the provisions of section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 8 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. Your Directors recommend the passing of resolution as set out at item No. 8 of the Notice for approval by the shareholders.

### **In respect of item No.9**

The members of the Company at 11<sup>th</sup> Annual General Meeting held on July 28, 2006 approved by way of an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for borrowing over and above the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amount already borrowed and outstanding at any point of time shall not be in excess of INR 5000 mio [Rupees Five Thousand millions], of aggregate of the paid-up share capital and free reserves of the Company.

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 9 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to INR 15000 mio [Rupees Fifteen Thousand millions] in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item No. 9.

### **In respect of item No.10**

Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 prescribed, *inter alia*, under section 42 of the Companies Act, 2013 deals with the private placement of securities by a Company. It provides that in case of an offer or invitation to subscribe for Non-convertible Debentures on private placement, the Company shall obtain previous approval of its members by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, *inter alia*, the ongoing capital expenditure and for general corporate purposes, the Company may offer or invite for subscription Secured Redeemable Non-convertible Debentures, in one or more series or tranches on a private placement.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite for subscription Non-convertible Debentures, as may be required by the Company, from time to time during the current financial year ending on March 31, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 10 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 10 of the Notice by the members.

**In respect of item No.11**

The Articles of Association [hereinafter referred to as "AoA"] of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. The Companies Act, 1956 is no longer in force.

Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AoA by a new set of Articles.

The Company can not alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors of the Company or Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the proposed resolution. Your Directors recommend the Special Resolution set out at item No. 11 of the Notice for approval by the shareholders.

**By order of the Board of Directors**

**Place :** Ahmedabad  
**Date :** May 16, 2014

**Upen H. Shah**  
**Company Secretary**



Details of Directors seeking Appointment / Reappointment at the Nineteenth Annual General Meeting  
[Pursuant to clause 49 of the Listing Agreement]

Sr. No.	Name of the Director	Age [Yrs.]	Date of Appointment on the Board	Brief Resume and Nature of Expertise in Functional Areas	Directorships held in other Public Companies [Excluding Foreign / Private Companies]	Memberships / Chairmanships of Committees Across Public Limited Companies*	Shareholding in the Company
1.	Mr. Apurva S. Diwanji	45	August 16, 2003	Mr. Diwanji completed his law degree from Downing College, Cambridge University, UK and after working in the UK with two international law firms, he returned to India to join M/s Desai & Diwanji, Advocates, Solicitors and Notaries. He is currently a partner with M/s Desai & Diwanji and is based in Mumbai. He also has an Economics degree from St. Xavier's College, University of Bombay.	<ol style="list-style-type: none"> <li>Go Airlines [India] Limited and</li> <li>Eureka Forbs Limited</li> </ol>	<p><b>Member of Audit Committee:</b></p> <ol style="list-style-type: none"> <li>Cadila Healthcare Limited and</li> <li>Go Airlines [India] Limited.</li> </ol> <p><b>Chairman of Investors' Grievance Committee:</b></p> <p>Cadila Healthcare Limited</p>	Nil
2.	Mr. H. Dhanrajgir	77	August 16, 2003	Mr. Dhanrajgir is a B. Tech (Chem. Eng.) from Loughborough University, U.K., M.I. Chem. E (London), C. Eng (London), AMP (Harvard). He started his career in 1960 at British Oxygen Co. Ltd., London. On his return to India, he worked for Burmah Shell, India as a covenanted officer for five years. He joined Glaxo India Ltd., and held several important positions, including that of Managing Director in January 1990. He retired as Executive Vice Chairman in August, 1994. Thereafter, he was appointed as Managing Director of Lupin Laboratories in late 1994 helped the Company in its globalisation plans. He joined Kodak India Ltd. as its CEO & Managing Director in October, 1995. He retired after five years term in October, 2000. He was the President of Organisation of Pharmaceutical Producers of India (OPPI) from 1992 to 1994, having served as its Vice President for 2 years. He also served on the General Committee of the Bombay Chamber of Commerce and Industry (BCCI) for two years and was a past Vice Chairman of the Indo-British Business Committee.	<ol style="list-style-type: none"> <li>Zydus Wellness Limited,</li> <li>HDFC Asset Management Company Limited,</li> <li>Neuland Laboratories Limited,</li> <li>Emcure Pharmaceuticals Limited,</li> <li>Themis Medicare Limited,</li> <li>Next Gen Publishing Limited and</li> <li>Sami Labs Limited</li> </ol>	<p><b>Member of Audit Committee:</b></p> <ol style="list-style-type: none"> <li>Cadila Healthcare Limited,</li> <li>Zydus Wellness Limited,</li> <li>HDFC Asset Management Company Limited,</li> <li>Neuland Laboratories Limited,</li> <li>Emcure Pharmaceuticals Limited and</li> <li>Next Gen Publishing Limited.</li> </ol> <p><b>Chairman of Audit Committee:</b></p> <p>Themis Medicare Limited.</p> <p><b>Member of Shareholders' / Investors' Grievance Committee:</b></p> <ol style="list-style-type: none"> <li>Zydus Wellness Limited and</li> <li>HDFC Asset Management Company Limited [Customers' Grievance Committee]</li> </ol>	Nil
				Mr. Dhanrajgir is a member - Global Advisory Board, Asian Centre for Corporate Governance, Trustee of Breach Candy Hospital Trust and Lintas Employees Welfare Trusts. He is on the Indian Advisory Board of U.S. Pharmacopoeia.			

Details of Directors seeking Appointment / Reappointment at the Nineteenth Annual General Meeting  
[Pursuant to clause 49 of the Listing Agreement]

Sr. No.	Name of the Director	Age [Yrs.]	Date of Appointment on the Board	Brief Resume and Nature of Expertise in Functional Areas	Directorships held in other Public Companies [Excluding Foreign / Private Companies]	Memberships / Chairmanships of Committees Across Public Limited Companies*	Shareholding in the Company
3.	Mr. Nitin R. Desai	70	May 6, 2011	<p>Mr. Desai is a Graduate in Civil Engineering and Masters in Environmental Engineering from the University of Michigan, Ann Arbor, USA.</p> <p>Mr. Desai is the Chairman and Managing Director of Desai Brothers Limited, Pune, a leading Corporate in the multi fold business of manufacturing Bidis and Food Products, Finance and Investments, Hospitality, Healthcare and Renewal Energy.</p> <p>Mr. Desai is actively associated with the Healthcare Industry. Mr. Desai is one of the Promoter Directors of the fast expanding "Sahyadri Group of Hospitals". Mr. Desai is also actively involved with diverse social activities, mainly in the spheres of Eye Care, Environment, support to the Disabled and Education.</p> <p>Mr. Desai is the Chairman of Poona Blind Mens' Association and H. V. Desai Eye Hospital. In recognition of Mr. Desai's leading role in providing comprehensive eye care, he was felicitated by the former President of India, Dr. A.P.J. Abdul Kalam.</p> <p>Mr. Desai is the President of Shri Poona Gujarati Bandhu Samaj. Mr. Desai has been a Trustee of Poona Gujarat Kelvani Mandal, Pune for the past several years.</p> <p>Mr. Desai is also a Trustee of Vamarai, headed by Shri Mohan Dhariya, former Vice Chairman of the Planning Commission.</p> <p>Mr. Desai has served as President of the prestigious Poona Club. Mr. Desai was also President of Poona Junior Chamber and Vice – President of Indian Jaycees. In appreciation of Mr. Desai's multifarious achievements and noteworthy contribution in the fields of business and social work, the Poona Merchants Chambers awarded Mr. Desai the "Adarsh Vayapari – Uttam Puraskar" in 2004.</p>	<p><b>Other Directorships :</b></p> <ol style="list-style-type: none"> <li>Desai Brothers Limited and</li> <li>Sahayadri Hospitals Limited</li> </ol>	<p><b>Member of Audit Committee:</b></p> <ol style="list-style-type: none"> <li>Desai Brothers Limited</li> </ol>	50,400

**Details of Directors seeking Appointment / Reappointment at the Nineteenth Annual General Meeting**  
[Pursuant to clause 49 of the Listing Agreement]

Sr. No.	Name of the Director	Age [Yrs.]	Date of Appointment on the Board	Brief Resume and Nature of Expertise in Functional Areas	Directorships held in other Public Companies [Excluding Foreign / Private Companies]	Memberships / Chairmanships of Committees Across Public Limited Companies*	Shareholding in the Company
4.	Ms. D. N. Rawal	58	May 16, 2014	<p>Ms. Dharmismitaben N. Raval, an eminent lawyer is a science graduate and Master of Laws. She is enrolled as an Advocate of the Gujarat Bar Association since 1980. She has worked extensively with late Mr. Kirit N. Raval, former Solicitor General of India. She had exposure in the matters of various laws, such as Service Laws, Banking Laws, Financial Institutions, Company Law, Labour Laws and Income Tax Laws. She had also worked as an Executive Director in SEBI till May, 2003 and since then she started her practice as an Advocate at Gujarat High Court. She was a Senior Standing Counsel for the Central Government for the Gujarat High Court till June, 2004. At present, she is the Secretary of the Indian Law Institute of Gujarat State Unit. She is also on the Executive Committee of NSDL and a member of the Lilawati Advisory Committee of SEWA Bank. She was the Chairperson of Ace Commodity Exchange and a member of advisory committee of SEBI – Mutual Funds. She was a member of the advisory committee on “Fostering Fair Trade and Competition in downstream Petroleum &amp; Natural Gas Sector” by Petroleum and Natural Gas Regulatory Board.</p> <p>She is associated with Raval &amp; Raval, Advocates.</p>	Gujarat Themis Biosyn Limited	<p><b>Member:</b> Audit Committee of Gujarat Themis Biosyn Limited.</p>	Nil

\* Only Audit Committee and Investors' Grievance Committee.

**The instructions and process for voting electronically by the members are as under:**

- A. In case of members receiving e-mail:
- If you are holding shares in Demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If Demat Account holder has forgotten the changed password then enter the user id and captcha code click on forgot password and enter the details as prompted by the system.
  - Otherwise, Log on to e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" tab to cast your votes.
  - Now, select the Electronic Voting Sequence Number ["EVSN"] **140607001** along with "CADILA HEALTHCARE LIMITED" from the drop down menu and click on "SUBMIT".
  - Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	For NSDL: 8 character DP ID Followed by 8 digit Client ID For CDSL: 16 digits beneficiary ID & enter the captcha code as displayed and click on login.	Folio number registered with the Company & enter the captcha code as displayed and click on login.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income tax Department when prompted by the system while e-voting [applicable for both, shareholders holding shares in demat mode and shareholders holding shares in physical mode]	
Any one of the following two:		
DOB#	Enter the date of birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in dd/mm/yyyy format.	
Dividend Bank Details	<b>OR</b>	
	Enter the Dividend Bank details as recorded in your Demat Account or in the company records for the said Demat Account or folio.	

\* Members who have not updated their PAN with the Company / Depository Participant are requested to use the default number: "ZYDUS1995G" in the PAN field.

# Members who have not updated their DOB with the Company / Depository Participant are requested to use the default number: "01/06/2014"

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the EVSN selection screen.  
However, members holding shares in demat form will now reach "Password Creation" menu wherein they are requested to mandatorily change their login password in the new password field.  
The new password has to be minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [@ # \$ % & \*].  
Kindly note that this password is to be also used by the Demat Account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.  
The option YES implies that you assent to the resolution and option NO implies you dissent to the resolution.
- Click on the "Resolutions File Link" if you wish to view all the resolutions.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- B. **Please follow all steps from Sr. No. [ii] to Sr. No. [xii] hereinabove to cast vote, in case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the Company / Depository Participant [s] or requesting physical copy].**
- C. Institutional shareholders [i.e. other than individuals, HUF, NRI, etc.] are requested to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the log in details they have to link their account(s) which they wish to vote and then cast their vote. They should upload a scanned copy of the Board Resolution/Power of Attorney (POA) which they have issued in favour of the Custodian, in PDF format in the system for the scrutiniser to verify the same.
- D. The e-voting period commences on 24<sup>th</sup> July, 2014 [9:00 a.m.] and ends on 26<sup>th</sup> July, 2014 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, may cast their vote electronically. **The e-Voting module shall be disabled for voting thereafter.** Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- F. Mr. Dhirajlal D. Sanghavi, Practicing Company Secretary [Membership No. FCS 3229; CP No. 5130] [Address: 703/2, Parshwa Tower, 7th Floor, S. G. Highway, Next to Pakwan-II, Ahmedabad-380 015] has been appointed as the scrutiniser to scrutinise the e-voting process.
- G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions [“FAQs”] and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Contact Details	
<b>Company</b>	Cadila Healthcare Limited “Zydus Tower”, Satellite Cross Roads Ahmedabad-380 015 Email: <a href="mailto:investor.grievance@zyduscadila.com">investor.grievance@zyduscadila.com</a>
<b>Registrar &amp; Transfer Agent</b>	Sharepro Services (I) Private Limited 3AB, Samhita Warehousing Complex 2nd Floor, Saki Naka Telephone Exchange Lane Off. Andheri-Kurla Road, Sakinaka, Andheri (E) Mumbai-400 072 Tel. No. 022-6772 0300/6772 0400/2851 1872 Email: <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a>
<b>e-voting Agency</b>	Central Depository Services [India] Limited Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	Mr. Dhirajlal D. Sanghavi, Practicing Company Secretary Email: <a href="mailto:ddsanghavi@gmail.com">ddsanghavi@gmail.com</a>

**ATTENDANCE SLIP**

**CADILA HEALTHCARE LIMITED**

[CIN:L24230G]1995PLC025878]

Regd. Office: "Zydus Tower", Satellite Cross Roads, Ahmedabad – 380 015

Email: investor.grievance@zyduscadila.com Website: www.zyduscadila.com

Phone: +91 268 68 100 [20 Lines] | Fax +91 268 62 365

**Nineteenth Annual General Meeting**

2014

I/We hereby record my/our presence at the Nineteenth Annual General Meeting of the Company at H.T. Parekh Hall, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Wednesday, July 30, 2014 at 10.00 a.m.

.....  
Member's Folio/DP ID-Client ID No.

.....  
Member's/Proxy's name in Block

.....  
Member's/Proxy's Signature

**Note:**

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2014 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or have requested for a hard copy.



**PROXY FORM****CADILA HEALTHCARE LIMITED**

[CIN:L24230G]1995PLC025878]

Regd. Office: "Zydus Tower", Satellite Cross Roads, Ahmedabad - 380 015

Email: investor.grievance@zyduscadila.com Website: www.zyduscadila.com

Phone: +91 268 68 100 [20 Lines] | Fax +91 268 62 365

Name of the member (s):

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We being the member(s) holding ..... shares of the above named Company hereby appoint:

(1) Name:..... Address:.....

E-mail ID:..... Signature:.....or failing him/her;

(2) Name:..... Address:.....

E-mail ID:..... Signature:.....or failing him/her;

(3) Name:..... Address:.....

E-mail ID:..... Signature:.....;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company, to be held on Wednesday, July 30, 2014 at 10.00 a.m. at H.T. Parekh Hall, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements for the year ended on March 31, 2014.		
2.	Declaration of Dividend.		
3.	Reappointment of Mr. Apurva S. Diwanji, Director retiring by rotation.		
4.	Appointment of Statutory Auditors.		
<b>Special Business:</b>			
5.	Appointment of Mr. H. Dhanrajgir as an Independent Director.		
6.	Appointment of Mr. Nitin Raojibhai Desai as an Independent Director.		



Resolution No.	Particulars of Resolution	Optional	
		For	Against
<b>Special Business:</b>			
7.	Appointment of Ms. Dharmishtaben N. Rawal as an Independent Woman Director.		
8.	Ratification of remuneration to Cost Auditors.		
9.	Authority to Board of Directors to borrow funds.		
10.	Issue of Redeemable Non-convertible Debentures.		
11.	Alterations in Articles of Association.		

Signed this ..... day of ..... 2014

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp not Less than Re 0.15
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Nineteenth Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.