

# CADILA HEALTHCARE LIMITED

[CIN L24230G]1995PLC025878]

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

Email: [investor.grievance@zyduscadila.com](mailto:investor.grievance@zyduscadila.com) Website: [www.zyduscadila.com](http://www.zyduscadila.com)

Phone Numbers: +91 268 68 100 [20 lines] Fax Number: +91 268 62 365

## Notice

**Notice** is hereby given that the Twentieth Annual General Meeting of the members of the Company will be held on Wednesday, the 12<sup>th</sup> day of August, 2015 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 financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Pankaj R. Patel [DIN 00131852], who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Mukesh M. Shah & Co., Chartered Accountants [Firm 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 section 148[3] 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.1.10 mio to M/s Dalwadi & Associates., Cost Accountants appointed by the Board to conduct the audit of cost records pertaining to Drugs and Pharmaceuticals manufactured by the Company for the financial year ending on March 31, 2016."

**By order of the Board of Directors**

Place : Ahmedabad  
Date : May 15, 2015

**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 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from August 3, 2015 to August 12, 2015 [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 together with specimen signature, 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/authorization 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, 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
March 31, 2014	July 30, 2014	180 %	August 4, 2021

@ Interim dividend

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with the Companies] Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the Nineteenth Annual General Meeting held on July 30, 2014 on its website - [www.zyduscadila.com](http://www.zyduscadila.com) and on the website of Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in)

6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agent of the Company viz., M/s. Sharepro Services (India) Private Limited [Unit: Cadila Healthcare Limited], 416-420, 4<sup>th</sup> 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 Director seeking re-appointment at the Annual General Meeting is provided at **Annexure - A** to this Notice.
8. Notice of the Twentieth 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 Twentieth 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 Twentieth 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 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:**

- 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.
- Members are requested to bring their copy of the Annual Report to the Meeting.

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### **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**

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, 2016 and approved the remuneration of Rs.1.10 mio plus service tax and out of pocket expenses.

As per the provisions of section 148[3] of the Companies Act, 2013 read with the Rule 14 of 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. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2016.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. Your Directors recommend the passing of resolution.

**By order of the Board of Directors**

**Place :** Ahmedabad  
**Date :** May 15, 2015

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

**Annexure - A**

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting  
(Pursuant to clause 49 of the Listing Agreement)**

Name of the Director	Mr. Pankaj R. Patel
Age	62 years
Date of Appointment on the Board	15 <sup>th</sup> May, 1995
Brief resume and nature of expertise in functional areas	<p>Mr. Pankaj Patel, M. Pharm., spearheads Zydus Cadila, one of India's leading pharmaceutical groups and a global healthcare Company with operations in more than 50 countries worldwide. With an experience spanning over 35 years in the Indian pharmaceutical industry, Mr. Patel combines both research and techno-commercial expertise. He has published over 50 research papers in peer reviewed journals and is a co-inventor in more than 64 patents.</p> <p>Mr. Pankaj Patel has been the guiding force behind Zydus' fast tracked growth. From a turnover of Rs. 250 Crores in 1995, the group posted revenues of over Rs. 8658 Crores on consolidated basis in FY14-15.</p> <p>In recognition of his contributions to the healthcare industry in India, recently Mr. Pankaj Patel was conferred the Leadership in Drug discovery and development Award from the South Asian Chapter of American College of Clinical Pharmacology, the Acharya PC Ray Memorial Gold Medal Award and the Eminent Pharmacist Award. In January 2014, Mr. Patel was conferred the India Innovator Award 2013 at the India Business Leaders Awards instituted by CNBC. For his entrepreneurial vision, Mr. Patel was awarded the Ernst &amp; Young Entrepreneur of the Year Award in the Life Sciences category.</p> <p>With a firm belief that the right approach to education makes all the difference in shaping future citizens and professionals in a country, Mr. Pankaj Patel is actively involved in various educational institutions and is on the advisory committees and academic councils of several educational institutions.</p> <p>Appointed by his Excellency, the President of India, Mr. Patel is the Chairperson of the Board of Governors of the Indian Institute of Science, Education and Research [IISER], Kolkata. Mr. Patel is currently the Vice President of the Federation of Indian Chamber of Commerce &amp; Industry (FICCI). He is also a Member of the Board of Governors and also the Chairman of the Finance Committee of the Indian Institute of Management, Ahmedabad. Mr. Patel is also currently on the Governing Board of the Ahmedabad University, Chairman of School of Life Sciences, Ahmedabad University and a Member of the Board of Management of the Narsee Monjee Institute of Management Studies.</p> <p>Mr. Pankaj Patel has also officiated as the President of the apex Pharma body – the Indian Pharmaceutical Alliance. He is the Executive Chairman, Vice President and Trustee of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute, a Regional Cancer Centre and one of the largest cancer centers of India, reaching out to the needy and underprivileged cancer patients.</p>
Directorships held in other public Companies (excluding foreign and private Companies)	<b>Other Directorships :</b> 1. Torrent Power Limited 2. Nirma Limited
Memberships / Chairmanships of Committees across public Companies	<b>Committee Memberships:</b> <b>Stakeholders Relationship Committee:</b> 1. Torrent Power Limited - Chairman 2. Cadila Healthcare Limited - Member
Shareholding of Executive Directors	153,122,446*

\* Includes shares held as Karta of HUF and Trustee of Family Trusts.

## Annexure - B

### The instructions for shareholders for voting electronically are as under:

- (i) The voting period begins from 9:00 a.m. on Saturday, August 8, 2015 and ends at 5:00 p.m. on Tuesday, August 11, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 5, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

	For shareholders holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department [Applicable for shareholders holding shares in demat as well as physical form].
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of CADILA HEALTHCARE LIMITED on which you choose to vote.
- (xiii) 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 that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details**

Mr. Wenceslaus Furtado  
Deputy Manager, CDSL  
17th Floor, PJ Towers, Dalal Street  
Fort, Mumbai-400 001  
Email: [wenceslausf@cdslindia.com](mailto:wenceslausf@cdslindia.com)  
Tel: 022-22723333 / 8588

**ATTENDANCE SLIP**

**CADILA HEALTHCARE LIMITED**

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

**Twentieth Annual General Meeting**

2015

I/We hereby record my/our presence at the Twentieth Annual General Meeting of the Company at H.T. Parekh Hall, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Wednesday, August 12, 2015 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 2014-15 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 2014-15 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]

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Email: investor.grievance@zyduscadila.com Website: [www.zyduscadila.com](http://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 Twentieth Annual General Meeting of the Company, to be held on Wednesday, August 12, 2015 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:

Sr. No.	Particulars of Resolution	Vote* (Optional)	
		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements [including consolidated financial statements] for the year ended on March 31, 2015		
2.	Declaration of Dividend		
3.	Reappointment of Mr. Pankaj R. Patel, Director retiring by rotation		
4.	Appointment of Statutory Auditors		
<b>Special Business:</b>			
5.	Ratification of remuneration to Cost Auditors		

\*Please mention number of share(s).





Signed this ..... day of ..... 2015

Signature of shareholder .....

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

**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 Twentieth 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.



