

CADILA HEALTHCARE LIMITED

[CIN-L24230GJ1995PLC025878]

Registered Office: "Zydus Tower", Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380 015
Phone No.: 079 - 2686 8100; Fax No.: 079 - 2686 8337

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

Notice is hereby given pursuant to the provisions of section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Act (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

The Board of Directors of the Company has appointed Mr. Dhirajlal D. Sanghavi, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on September 20, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared by September 25, 2015 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.zyduscadila.com

Item No. 1 : Sub-division of 1 (one) Equity Share of face value of ₹ 5 each into 5 (five) Equity Shares of ₹ 1 each.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

RESOLVED that pursuant to sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of ₹ 5 each fully paid-up be sub-divided into 5 (five) Equity Shares of the face value of ₹ 1 each fully paid-up.

RESOLVED FURTHER that on sub-division, 5 (five) Equity Shares of face value of ₹ 1 each be allotted in lieu of existing 1 (one) Equity Share of ₹ 5 each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid Equity Shares of ₹ 5 each of the Company and shall be entitled to participate in full in dividends to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 5 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to make appropriate adjustments, if any, due to the sub-division of Equity Shares as aforesaid.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Item No. 2 : Alteration of Capital Clause of Memorandum of Association:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT subject to sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority (ies), if any, Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause V:

Clause V would be substituted as follows:

The Authorised Share Capital of the Company is ₹ 1,725,000,000 (Rupees One Thousand Seven Hundred Twenty Five Millions only) divided into 1,725,000,000 (One Thousand Seven Hundred Twenty Five Millions only) Equity Shares of ₹ 1 (Rupee One only) each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being, into several classes and to attach thereto such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Act or the Articles of the Company for the time being.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1 and 2 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on August 14, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode alongwith a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose name appears on the Register of Members / List of Beneficial Owners as on August 14, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to investor.grievance@zyduscadila.com. The Registrar and Transfer Agent / Company will forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.

7. Electronic Voting [e-voting]:

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, [including any statutory modifications or re-enactments thereof for the time being in force] as amended from time to time, the Company is pleased to offer the option of e-voting facility to all the Members of the Company to enable them to cast their votes electronically. For the purpose, the Company has obtained the services of Central Depository Services [India] Limited ["CDSL"]. E-voting is optional for Members. The detailed procedure for e-voting is enumerated in the instructions to the Postal Ballot Form. The Members who wish to vote by Postal Ballot Form [instead of e-voting], can download Postal Ballot Form from the website www.evotingindia.com or www.zyduscadila.com

The Company has appointed Mr. Dhirajlal D. Sanghavi, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer on or before 5:00 p.m. on September 20, 2015. In respect of Members opting for e-voting mode as above, they should cast their votes online from 9:00 a.m. on August 21, 2015 till 5:00 p.m. on September 20, 2015 as per the instructions provided in Postal Ballot Form. Your assent / dissent received after September 20, 2015 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman or any other Director of the Company. The result of the Postal ballot shall be announced on or before September 25, 2015 at the Registered Office of the Company and shall also be displayed on the Company's website www.zyduscadila.com besides communicating to the Stock Exchanges on which the shares of the Company are listed.

8. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company during working hours on any working day.

By order of the Board of Directors

Upen H. Shah
Company Secretary

Ahmedabad, August 12, 2015

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable and generate liquidity of floating stocks available for trading on the Stock Exchanges, the Board of Directors at its Meeting held on August 12, 2015 considered and approved the sub-division of one Equity Share of the Company having a face value of ₹ 5 each into five Equity Shares of face value of ₹ 1 each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Board of Directors / Committee of Directors will fix the Record Date for the sub-division of the Equity Shares after approval of the Members.

Presently, the Authorised Share Capital of your Company is ₹ 1,725,000,000 divided into 345,000,000 Equity Shares of ₹ 5 each and the paid up capital is ₹ 1,023,742,600 divided into 204,748,520 Equity Shares of ₹ 5 each fully paid-up. There will not be any change in the amount of Authorised and paid-up capital, but the number of shares will change to 1,725,000,000 and 1,023,742,600 Equity Shares in the Authorised and issued, subscribed and paid-up equity share capital respectively.

The sub-division requires amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item Nos. 2 of the Notice to reflect the change in face value of each Equity Share of the Company from existing ₹ 5 each to proposed ₹ 1 each. As per the provisions of section 13 and 61 of the Companies Act, 2013, any alterations in the Memorandum of Association of the Company shall be effected only after the approval of the members by passing an Ordinary Resolution.

The Directors recommend passing of the Resolutions at Item Nos. 1 and 2 of the Notice.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item Nos. 1 and 2 of the Notice, save and except to the extent of their respective shareholding in the Company.

By order of the Board of Directors

Ahmedabad, August 12, 2015

Upen H. Shah
Company Secretary

POSTAL BALLOT FORM

Postal Ballot No. _____

Sr. No.	Particulars	Details of Member[s]
1.	Name and Registered Address of the first named Member (in block letters)	
2.	Name(s) of the joint Member(s), if any	
3.	Registered Folio No. / DP ID & Client ID	
4.	No. of shares held	

I/ We hereby exercise my/ our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the Businesses stated in Notice of Postal Ballot dated August 12, 2015 of the Company by sending my / our assent or dissent to the said Ordinary Resolutions by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of shares held	I / We assent [agree] to the Resolution [FOR]	I/ We dissent to the Resolution [AGAINST]
1.	Ordinary Resolution for sub-division of 1 (one) Equity Share of face value of ₹ 5 each, into 5 (five) Equity Shares of face value of ₹ 1 (one) each.			
2.	Ordinary Resolution for alteration of Capital Clause of Memorandum of Association.			

Place : _____
Date : _____

Signature of the Member

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS FOR PHYSICAL VOTING

1. A Member[s] desirous to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid Business Reply Envelope. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the Member[s] will also be accepted.
2. This form should be duly completed and signed by the Member. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company or furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or demat form respectively] by the first named Member and in his absence, by the next named joint Member.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. on September 20, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the Member has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the cut-off date i.e. August 14, 2015.
6. A Member may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link www.zyduscadila.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5:00 p.m. on September 20, 2015.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Members are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper(s) / document(s) will not be acted upon.
10. Members are requested to fill the Postal Ballot Form in indelible ink [and avoid filling it by erasable writing medium/s like pencil].
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:

1. The voting period begins from 9:00 a.m. on August 21, 2015 [Friday] and ends at 5:00 p.m. on September 20, 2015 [Sunday]. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 14, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members should log on to the e-voting website www.evotingindia.com.
3. Click on Members.
4. Now enter your User ID:
 - a. For CDSL : 16 digit beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 digit Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on the bottom of the first page of Postal Ballot Form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the DOB 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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository Participant or Company, please enter the member ID / folio number in the Dividend Bank Details field as mentioned in instruction 4.

8. After entering these details appropriately, click on "Submit" tab.
9. 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 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN of CADILA HEALTHCARE LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
13. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting Page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
18. Note for Non - Individual Members and Custodians:
 - Non - Individual Members [i.e. other than Individuals, HUF, NRI, etc.] and Custodian are required to log on to 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.
 - 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 should be mailed to 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.
19. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.