

Regd. Office :
'Zydus Tower',
Satellite Cross Roads,
Ahmedabad 380 015. India.
Phone : +91-79-2686 8100 (20 Lines)
Fax : +91-79-2686 2368
www.zyduscadila.com
CIN:L24230GJ1995PLC025878

BSE Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
Kind Attn.: Mr. Sanjay Golecha / Mr. Gopalkrishnan	Kind Attn.: Famroze Pochara Asst. Vice President
Date: July 18, 2017	
Re.: Cut-off Date	

Dear Sir / Madam,


This is to inform that pursuant to Companies [Management and Administration] Amendment Rules, 2015, the Company has fixed August 3, 2017 as the **Cut-Off Date** for determining the eligibility of the members entitled to vote by electronic means and at the venue of Twenty Second Annual General Meeting scheduled to be held on Friday, August 11, 2017 at 1.00 p.m.

The members holding shares as on the cut-off date will be entitled to exercise their voting rights electronically or at the venue of the Annual General Meeting.

We request you to kindly take the same on the records.

Thanking you,

Yours faithfully,
FOR CADILA HEALTHCARE LIMITED


UPEN H. SHAH
COMPANY SECRETARY



Copy to:

1. Central Depository Services [India] Limited–For information
2. Link Intime India Private Limited, The Registrar and Share Transfer Agents of the Company–for taking the necessary beneficiary position as on August 3, 2017.



CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

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

Phone Numbers: +91 79 268 68 100 [20 lines] | Fax Number: +91 79 268 62 365

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of the Company will be held on Friday, the August 11, 2017 at 1.00 p.m. at J. B. Auditorium, 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 year ended on March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of Rs. 3.20 per equity share of Re. 1 each as a final dividend for the Financial Year 2016-2017.
3. To appoint a Director in place of Mr. Mukesh M. Patel [DIN 00053892], who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and for the purpose to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Deloitte Haskins & Sells LLP, Chartered Accountants, ICAI Firm Registration No. 117366W/W-100018, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from conclusion of Twenty Second Annual General Meeting till conclusion of Twenty Seventh Annual General Meeting, subject to ratification by the members at every Annual General Meeting to be held during the said period.

RESOLVED FURTHER THAT the Board of Directors [the Board] or Audit Committee thereof, be and is hereby authorised to

decide and finalize the terms and conditions of appointment, including the remuneration to the Statutory Auditors."

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 subject to the provisions of sections 2[54], 196, 197 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 89 of Articles of Association of the Company, consent of the members be and is hereby accorded to the re-appointment of Dr. Sharvil P. Patel [DIN-00131995] as a Joint Managing Director [Designated as a Key Managerial Personnel] of the Company for a period of five years with effect from April 1, 2017 to March 31, 2022 and payment of salary, commission and perquisites (herein after referred to as "remuneration") upon terms and conditions as set out in the draft agreement proposed to be executed between the Company and the appointee, with an authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the remuneration payable to Dr. Sharvil P. Patel, in each financial year during the currency of his tenure of appointment shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits

as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Joint Managing Director will be paid minimum remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

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

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

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

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 the 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(s) thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 1.00 mio plus applicable service tax and out of pocket expenses at actuals for the Financial Year ending on March 31, 2018 to Dalwadi & Associates, Cost Accountants [Registration No. 000338], who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to Drugs and Pharmaceuticals manufactured by the Company for the Financial Year 2017-2018."

7. 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 earlier special resolution passed by the members at the Twenty First Annual General Meeting held on August 3, 2016, the consent of the members be and is hereby accorded pursuant to the provisions of sections 23, 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), as amended from time to time, Foreign Exchange Management Act, 1999, as amended from time to time ("FEMA"), and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time ("FEMA 20 Regulations"), as amended or restated and the FEMA (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended or restated ("FEMA 120 Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), Listing Agreement entered into by the Company with the stock exchanges read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), where equity shares of the Company of the face value Re. 1/- each are listed, all ministries, departments or other authorities of the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Stock Exchanges and/or any other competent authorities, and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and/or any other competent authorities from time to time, enabling provisions of the Memorandum and Articles of Association of the Company, the Issue of Foreign Convertible (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the SEBI, GOI, RBI, Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof, which the Board may

have constituted to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, create, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, Directors or associates of the Company, through issue of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Convertible Bonds / Debentures or any equity linked instruments ("Securities") representing either Equity Shares or a combination of any other Securities in one or more tranches and/or in one or more series (with different tenures), whether rupee denominated or denominated in foreign currency, to any eligible person as permissible under applicable law including Qualified Institutional Buyers, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Foreign Institutional Investors, Venture Capital Funds, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, Foreign Portfolio Investors, Mutual Funds, stabilizing agents and/or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, through private placement issue and / or Qualified Institutional Placement ("QIP") and / or any other permitted modes, as the Board may deem appropriate, in terms of the SEBI Regulations or as per other applicable rules and regulations, through one or more placement(s) of Securities for an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crores only) in Indian Rupees or its equivalent in Indian rupees or one or more foreign currencies, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be

made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993 and other applicable provisions, as amended from time to time and other applicable provisions.

RESOLVED FURTHER THAT in the event that convertible securities which are convertible into Equity Shares of the Company (whether, immediately or after a designated date and in any event within 60 (sixty) months from the date of allotment in accordance with the ICDR Regulations) are issued along with Non-Convertible Debentures to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be either:

- (a) the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the issue of such convertible securities simultaneously with Non-Convertible Debentures; or
- (b) the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as the Board may decide and specify in the placement document/s, and such price as determined in accordance with Regulation 85 of the ICDR Regulations shall not be less than the price determined as per the pricing formula provided therein.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of ICDR Regulations, the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the ICDR Regulations and the Board may offer a discount of not more than 5% (five per cent) on the

price calculated for the QIP or such other discount as may be permitted under said ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of ICDR Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer document(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium / discount amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank *pari passu* with the existing Equity Shares of the Company and shall be listed with the Stock Exchanges, where the Company's existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee formed for the purpose or to an officer of the Company.”

8. 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 42 and other applicable provisions, if any, of the Companies Act, 2013 [the 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 the 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 Rs. 3,500 crores [Rupees Three Thousand Five Hundred crores], in one or more tranches, during the

current financial year ending on March 31, 2018, through private placement in conformity with rules, regulations and enactments as applicable from time to time subject to the total borrowings 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 are 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.”

By order of the Board of Directors

Place : Ahmedabad
Date : June 26, 2017

Upen H. Shah
Company Secretary

NOTES:

1. The Explanatory Statements pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the business under items 4 to 8 of the Notice are annexed hereto.
2. The Register of Members and Share Transfer Books will be closed from July 31, 2017 to August 11, 2017 [both days inclusive] for the purpose of AGM.
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 a proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member.

Proxies in order to be effective, must be received at the

Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 1:00 p.m. on Wednesday, August 9, 2017. 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 at its Registered Office, a certified copy of the 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 the provisions of section 125 of the Companies Act, 2013 and the Rules made thereunder.

Accounting Year ended	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
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
March 31, 2015	August 12, 2015	240%	August 17, 2022
March 31, 2016	March 8, 2016	320%@	March 13, 2023
March 31, 2017	March 7, 2017	320%@	March 14, 2024

@ 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 Twenty First Annual General Meeting held on August 3, 2016 on its website—www.zyduscadila.com and on the website of Ministry of Corporate Affairs www.mca.gov.in

6. Members holding shares in physical form are requested to intimate the Registrar and Transfer Agent of the Company viz., Link Intime India Private Limited [Unit: Cadila Healthcare Limited], 5th Floor, 506 to 508, Amarnath Business Centre -1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C G Road, Ellisbridge, Ahmedabad-380 006, changes, if any, in their registered address along with pin code number and relevant evidences. Members holding shares in electronic form shall update such details with their respective Depository Participant.
7. The information of the Director[s] seeking appointment / re-appointment at the ensuing Annual General Meeting is provided at **Annexure-A** to this Notice as prescribed under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

8. Notice of the Twenty Second 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 Twenty Second Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through 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 Twenty Second Annual General Meeting and the Annual Report will also be available on the Company's website www.zyduscadila.com for 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 free of cost. For any communication, the members may also send requests to the Company's investor email id investor.grievance@zyduscadila.com.

10. **E-Voting [voting through electronic means]:**

The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the members to cast their votes from a place other than venue of the AGM [remote e-voting]. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the members.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The Notice will be displayed on the website of the Company www.zyduscadila.com and on the website of CDSL www.cdslindia.com.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, August 3, 2017 i.e. the date prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach the Company for issuance of the USER ID and Password for exercising their right to vote by electronic means.

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The remote e-voting period will commence at 9:00 a.m. on Tuesday, August 8, 2017 and end at 5:00 p.m. on Thursday, August 10, 2017. 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 4, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the remote e-voting website www.evotingindia.com
- (iii) Click on Shareholders - Login
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha–numeric PAN issued by Income Tax Department [applicable for both, members holding shares in demat mode and members holding shares in physical mode].
Dividend Bank Details OR 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">• 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 (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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 also to be used by the demat holders for voting on resolutions of any other company in 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for CADILA HEALTHCARE LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the login 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.

(xviii) Members can also cast their vote using CDSL’s “mobile app”–CDSL m-voting available for iphone as well as android and windows based mobiles. Please follow the instructions as promoted by the “mobile app” while voting on your mobile phones.

(xix) Note for Non–Individual Members and Custodians

- Non–Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 Users 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com

Contact Details:

Name: Mr. Rakesh Dalvi

Designation: Deputy Manager, CDSL

Address: Phirozee Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai – 400 001

Email id: helpdesk.evoting@cdslindia.com

Tel: 18002005533

A member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Company has appointed Mr. Dilip P. Shah, Practicing Chartered Accountant [Membership No. 30492], to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or

any other person authorised by him immediately after the results are declared.

The results declared along with the Scrutinizer's Report, will be posted on the website of the Company www.zyduscadila.com and on the website of the CDSL www.cdslindia.com and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.

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.



CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

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

Phone Numbers: +91 79 268 68 100 [20 lines] | Fax Number: +91 79 268 62 365

EXPLANATORY STATEMENT PURSUANT TO SECTION 102[1] OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the business under items 4 to 8 of the accompanying notice dated June 26, 2017.

Item No. 4

Mukesh M. Shah & Co., Chartered Accountants, the existing Statutory Auditors, have been in the office for a period of more than 10 years at the commencement of the Companies Act, 2013 [the Act], which provides a transition period of 3 years for appointing new statutory auditors.

Further, the Ministry of Corporate Affairs vide its Companies (Removal of Difficulties) Third Order, 2016 dated June 30, 2016 provided that *"every company, existing on or before the commencement of this act which is required to comply with provisions of this sub-section [139(2)], shall comply with the requirements of this sub-section within a period which shall not be later than the date of the first annual general meeting of the company held, within the period specified under sub-section (1) of section 96, after three years from the date of commencement of this Act."*

As per the above order, the Company is required to appoint new Statutory Auditors at the ensuing Annual General Meeting.

Members of the Audit Committee have proposed and recommended to the Board, the appointment of and fixing of remuneration of Deloitte Haskins & Sells LLP, Chartered Accountants, ICAI Firm Registration No. 117366W/W-100018 as Statutory Auditors of the Company for a period of five years from the conclusion of Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting.

Deloitte Haskins & Sells LLP, Chartered Accountants have given consent and confirmed that if they are appointed as Statutory Auditors by the members, they comply with all the conditions as prescribed under section 141 of the Act for being appointed as Statutory Auditors.

The Board recommends the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to pass an Ordinary Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

The present term of Dr. Sharvil P. Patel as the Joint Managing Director of the Company has expired on March 31, 2017. The Board of Directors at its meeting held on January 31, 2017, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Dr. Sharvil P. Patel, which shall be subject to approval of the members at the ensuing Annual General Meeting.

Dr. Sharvil P. Patel is the Joint Managing Director of Cadila Healthcare Ltd., one of the leading global healthcare provider and the 4th largest pharmaceutical company in India. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, U.K., and a doctorate also from the same university for his research work on Breast Cancer at John Hopkins, Bayview Medical Centre, USA, Dr. Sharvil P. Patel possesses both Pharma and Research expertise.

Young and astute with a natural bias for leading new streams of thoughts and initiatives, Dr. Sharvil P. Patel is a member of the Zydus Executive Board which oversees and reviews the different business verticals of the group and spearheads organization-wide initiatives. Combining 'big picture' thinking with a fine eye for details, Dr. Patel's leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap.

Dr. Sharvil P. Patel has also brought in a new dimension to the consumer business—giving it a much larger positioning in the wellness domain. He officiates as the Chairman on the Board of Zydus Wellness Ltd. The company is creating several novel experiences for the health conscious consumers and has a basket of niche products and iconic brands such as Sugar Free, Everyuth and Nutralite.

From a turnover of Rs. 250 crores in 1995, the group posted revenues of over Rs. 9800 crores in FY16. The group launched Exemptia, the world's first biosimilar for Adalimumab, the largest selling therapy worldwide for inflammatory arthritis. Zydus is also the only Indian Pharma Company to launch in India its own patented NCE—Lipaglyn, the novel drug for the treatment of diabetic dyslipidemia. The group employs more than 20,000 people worldwide. As a leading healthcare provider, it aims to become a global research based pharmaceutical company by 2020. Dr. Patel has played a very significant role in the progress and achievements of the group.

To continue to avail the benefits of the expertise and experience of the dynamic young Joint Managing Director to achieve the new milestone, it is proposed to re-appoint Dr. Sharvil P. Patel as the Joint Managing Director of the Company for a further period of five years from April 1, 2017 on the existing terms and conditions, including payment of remuneration as set out in the resolution and draft agreement.

The remuneration payable to Dr. Sharvil P. Patel, in each financial year during the currency of his tenure of appointment shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Further, notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Joint Managing Director will be paid minimum remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

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

- a. Contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b. Gratuity payable at the rate not exceeding half a month's salary

for each completed year of service, and

- c. Encashment of leave at the end of the tenure of re-appointment of the Joint Managing Director.

The draft Agreement describing the other terms and conditions, which will be executed between the Company and the Joint Managing Director is available for inspection by the members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day upto the date of Annual General Meeting. It will also be available at the venue of the meeting for inspection by any member. Dr. Sharvil P. Patel satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel and their relatives, save and except Dr. Sharvil P. Patel and his father Mr. Pankaj R. Patel and their relatives is concerned or interested in the passing of the said resolution.

The Board recommends the resolution for the approval by the members.

Item No. 6

In accordance with the provisions of section 148 of the Companies Act, 2013 [the Act] and the Companies [Audit and Auditors] Rules, 2014 [the Rules], the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to Drugs and Pharmaceuticals manufactured by the Company.

On the recommendation of the Audit Committee, the Board of Directors have approved the appointment of Dalwadi & Associates, Cost Accountants, [Registration Number 000338] as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year 2017-2018, at a remuneration of Rs. 1.00 mio plus service tax and out of pocket expenses.

Dalwadi & Associates, Cost Accountants have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company. As per the provisions of section 148(3) of the Act, read with the Rules, the remuneration payable to the Cost Auditor shall be ratified by the members of the Company.

The Board recommends the Ordinary Resolution as set out in this Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

The members of the Company approved the Special Resolution at the Twenty First Annual General Meeting held on August 3, 2016, authorising the Board of Directors (including any Committee

thereof authorized for the purpose) to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Convertible Bonds / Debentures or any equity linked instruments ("Securities") as may be appropriate, who may or may not be the existing shareholders, through private placement and / or Qualified Institutional Placement ("QIP") and / or any other permitted modes at a price to be determined as per the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 or as per other applicable rules and regulations, for an amount not exceeding Rs. 10,000/- Crores (Rupees Ten Thousand Crores Only) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Act and other applicable laws. While no specific instrument or instruments of Securities have been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Act and Rules made thereunder, Articles of Association of the Company, ICDR Regulations and other applicable laws.

The Company has been pursuing, both through organic process and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have requisite enabling approvals in place for meeting the fund requirements of its organic and inorganic growth, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, as and when available.

The requirement of funds is proposed to be met both from equity and debt issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost.

Pursuant to the provisions of section 62(1) of the Companies Act, 2013 (hereinafter referred to as "the Act") and Rules made thereunder, in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through a Special Resolution is required.

Pursuant to the provisions of section 42 and 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Equity Shares is required to obtain prior approval of the shareholders by way of a Special Resolution. If approved by the shareholders, QIP shall be completed within one year from the date of passing of Special Resolution.

Since the QIP issue was not completed within one year from the date of the passing of Special Resolution, it is proposed to obtain the consent of the members once again.

In view of the above, it is proposed to seek approval from the shareholders of the Company by way of Special Resolution to offer, create, issue and allot Equity Shares, in one or more tranches, to investors inter alia through QIP by way of private placement and to authorize the Board of Directors (including any Committee thereof authorized for the purpose) to do all such acts, deeds and things in the matter.

The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said ICDR Regulations.

The resolutions contained in Item No. 7 of the accompanying Notice, accordingly, seek shareholders' approval through Special Resolution for raising funds as above through issue of Securities in one or more tranches and authorizing Board of Directors (including any Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the issuance of Securities.

The Board recommends the Special Resolution as set out in this Notice for the approval of the Members of the Company.

Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding in the Company.

Item No. 8

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. 8 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, 2018.

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.

The Board recommends passing of the Special Resolution as set out in this Notice for the approval of the Members of the Company.

By order of the Board of Directors

Place : Ahmedabad

Date : June 26, 2017

Upen H. Shah
Company Secretary

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

(Pursuant to the Listing Regulations)

Name of the Director	Mr. Mukesh M. Patel
Age	63 years
Date of Appointment on the Board	August 1, 1997
Brief resume and nature of expertise in functional areas	<p>An Eminent Advocate and International Tax Expert, Mr. Mukesh Patel enjoys over four decades extensive experience in the legal profession, with expertise in the fields of Tax Planning, Appellate Matters, International Taxation, Tax and Investment Planning for Non-Resident Indians and Foreign Collaborations.</p> <p>Over the past 40 years, he has been actively involved in Legal Education and Tax Journalism, as a Visiting Faculty with the Gujarat Law Society, the Indian Institute of Management, Ahmedabad and the Gujarat National Law University, as a Columnist through his well read weekly columns on Direct Taxes with 'Sandesh', 'Gujarat Samachar', 'The Times of India' and 'Ahmedabad Mirror'.</p> <p>He has authored a number of acclaimed books on Personal Tax & Investment Planning and Self Development, both in English and Gujarati and also hosted popular TV Shows 'Tax Planning with Mukesh Patel' on CNBC Bazaar, 'Tax Free' on Doordarshan and 'Money Magic' on Zee Gujarati.</p> <p>As an Institution Builder, he has groomed and nurtured several leading institutions with his dynamic vision and leadership during his Presidential Tenure, prominent among them being the Ahmedabad Management Association, the Gujarat Chamber of Commerce & Industry, the Indian Red Cross Society, Ahmedabad, the Indo-Japan Friendship Association, Gujarat, the All Gujarat Federation of Tax Consultants and Dehgam Taluka Education Society.</p> <p>He has served as Chairman of the Ahmedabad Stock Exchange and as a member of the National Executive Committee of FICCI and ASSOCHAM. He is also a Director on the Board of a number of leading public companies. In October, 2015, he was appointed by the Finance Minister, as an Expert on the Justice Easwar Committee for Simplification of the Income-tax Act, Rules and Procedures.</p> <p>In recognition of his noteworthy contribution and achievements as an Eloquent Speaker, he received 'Fellowship of the World Academy of Speakers' in 1981 and 'Outstanding Speaker of the 20th Century Award' in 2000. His studied and thought provoking annual presentations on the Analysis of the Union Budget for nearly four decades now are very eagerly looked forward to.</p> <p>Widely travelled around the world, he is an ardent photographer. A champion supporter of the Red Cross and an ardent crusader of the Voluntary Blood Donation Movement, he is a Centurion Blood Donor, having himself donated blood for 150 times.</p> <p>In April, 2017 he was conferred with 'The Order of the Rising Sun', the highest Decoration & Recognition from the Emperor of Japan and the Japanese Government, in appreciation of his 45 year long association and contributions for the cause of furthering Indo-Japanese Relations on academic, business and cultural fronts.</p>
Relationship between Directors inter-se	None

Name of the listed companies in which the person holds Directorships and Memberships of Committees of the Board	<p>Other Directorships:</p> <ol style="list-style-type: none"> 1. The Sandesh Limited 2. Johnson Controls-Hitachi Air Conditioning India Limited <p>COMMITTEES:</p> <p>A. AUDIT COMMITTEE:</p> <p>Chairman:</p> <ol style="list-style-type: none"> 1. Johnson Controls-Hitachi Air Conditioning India Limited 2. The Sandesh Limited <p>Member:</p> <ol style="list-style-type: none"> 1. Cadila Healthcare Limited <p>B. STAKEHOLDERS' / INVESTORS' RELATIONSHIP COMMITTEE:</p> <p>Chairman:</p> <ol style="list-style-type: none"> 1. Cadila Healthcare Limited <p>Member:</p> <ol style="list-style-type: none"> 1. Johnson Controls-Hitachi Air Conditioning India Limited
Shareholding of Non-Executive Director	12,000
Name of the Director	Dr. Sharvil P. Patel
Age	38 years
Date of Appointment on the Board	August 1, 1997
Brief resume and nature of expertise in functional areas	<p>Dr. Sharvil P. Patel is the Joint Managing Director of Cadila Healthcare Ltd., one of the leading global healthcare providers and the 4th largest pharmaceutical company in India. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, U.K., and a doctorate also from the same university for his research work in Breast Cancer at John Hopkins, Bayview Medical Centre, USA, Dr. Sharvil P. Patel combines both pharma and research expertise.</p> <p>Young and astute with a natural bias for leading new streams of thoughts and initiatives, Dr. Sharvil P. Patel is a member of the Zydus Executive Board which oversees the different business verticals of the group and spearheads organization-wide initiatives. Combining 'big picture' thinking with a fine eye for details, Dr. Patel's leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap.</p> <p>Dr. Sharvil P. Patel has also brought in a new dimension to the consumer business—giving it a much larger positioning in the wellness domain. He officiates as the Chairman on the Board of Zydus Wellness Ltd., which is creating several novel experiences for the health conscious consumers and has a basket of niche products and iconic brands such as Sugar Free, Everyuth and Nutralite.</p>
Relationship between Directors inter-se	Dr. Sharvil P. Patel, Joint Managing Director is the son of Mr. Pankaj R. Patel, Chairman and Managing Director.
Name of the listed companies in which the person holds Directorships and Memberships of Committees of the Board	<p>Other Directorships:</p> <ol style="list-style-type: none"> 1. Zydus Wellness Limited <p>Committees:</p> <p>NIL</p>
Shareholding of Non-Executive Director	N.A.



CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

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

Phone Numbers: +91 79 268 68 100 [20 lines] | Fax Number: +91 79 268 62 365

ATTENDANCE SLIP

TWENTY SECOND ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the Twenty Second Annual General Meeting of the Company at J. B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on August 11, 2017 at 1.00 p.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 Financial Year 2016-17 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 Financial Year 2016-17 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.



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PROXY FORM

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 Twenty Second Annual General Meeting of the Company, to be held on Friday, August 11, 2017 at 1.00 p.m. at J B Auditorium, 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	Optional	
		For	Against
	Ordinary Business:		
1.	Adoption of Financial Statements [including consolidated financial statements] for the year ended on March 31, 2017.		
2.	Confirmation of Interim Dividend declared and paid as a final dividend.		
3.	Re-appointment of Mr. Mukesh M. Patel, Director retiring by rotation.		
4.	Appointment of Statutory Auditors.		
	Special Business:		
5.	Re-appointment of Dr. Sharvil P. Patel as a Joint Managing Director of the Company.		
6.	Ratification of remuneration to Cost Auditors.		
7.	Issue of securities through Qualified Institutional Placement / Foreign Currency Convertible Bonds, etc.		
8.	Issue of Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds.		

Signed this day of 2017

Signature of member

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 Statements and Notes, please refer to the Notice of the Twenty Second 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.



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ADDENDUM TO THE NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF CADILA HEALTHCARE LIMITED

In continuation to the Notice of the Twenty Second Annual General Meeting ["AGM"] of the members of Cadila Healthcare Limited ["the Company"] dated June 26, 2017 which is being sent herewith, **NOTICE** is hereby given that the following additional special business will also be transacted at the AGM and this Notice be read in consonance with the aforesaid notice.

SPECIAL BUSINESS:

9. Appointment of Mr. Ganesh N. Nayak as a Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 150 and 152 and all other applicable provisions of the Companies Act, 2013 ["the Act"] read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof for the time being in force] and relevant provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mr. Ganesh N. Nayak [DIN: 00017481], who was appointed as an Additional Director by the Board of Directors at its Board meeting held on July 12, 2017 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the Office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. Appointment of Mr. Ganesh N. Nayak, as a Whole Time Director of the Company, to be designated as Chief Operating Officer and Executive Director:

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

"RESOLVED THAT subject to the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to the appointment of Mr. Ganesh N. Nayak [DIN-00017481] as a Whole Time Director of the Company, to be designated as Chief Operating Officer and Executive Director for a period of three years with effect from July 12, 2017 and payment of salary and perquisites [herein after referred to as "remuneration"] upon terms and conditions as set out in the draft agreement proposed to be executed between the Company and the appointee, with an authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ganesh N. Nayak, in each financial year during the currency of his tenure of appointment shall be as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on his performance evaluation, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Whole Time Director will be paid

Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

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

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

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

11. Appointment of Dr. Sharvil P. Patel as the Managing Director of the Company:

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

"**RESOLVED THAT** in continuation of Resolution No. 5 of the Notice convening Twenty Second Annual General Meeting dated June 26, 2017 regarding the appointment of Dr. Sharvil P. Patel as a Joint Managing Director, consent of the members be and is hereby accorded for appointment of Dr. Sharvil P. Patel as a Managing Director of the Company and all other terms and conditions mentioned in the said resolution proposing his appointment shall remain unaltered."

By order of the Board of Directors

Place : Ahmedabad

Date : July 12, 2017

Upen H. Shah
Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the Special Business as proposed above to be transacted at the ensuing AGM is annexed hereto.
2. Brief profile and other required information about Dr. Sharvil P. Patel is provided in the Notice dated June 26, 2017, convening the AGM. Brief profile and other information about Mr. Ganesh N. Nayak, as required under Regulation 36 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 is annexed hereto.
3. Relevant documents referred to in this Addendum to Notice of AGM are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto the date of AGM.
4. This Addendum to the Notice of AGM is available along with the Notice of AGM on the website of the Company and Company's Registrar and Transfer Agents – Link Intime India Private Limited [Link Intime]. The revised Proxy Form including the resolutions proposed hereinabove at Item Nos. 9 to 11 are available on the website of the Company. The members desirous of receiving the hard copy of the revised Proxy Form, are requested to write to the Company or Link Intime.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM. Further, Scrutinizer appointed for the ensuing AGM will act as a Scrutinizer for the resolutions proposed in this Addendum to the Notice of AGM.

Explanatory Statement pursuant to section 102[1] of the Companies Act, 2013:

Item No. 9 and 10:

Mr. Ganesh N. Nayak [DIN-00017481], aged 62 years, has graduated with Bachelor of Science, MBA from Newport University, California, USA and has done General Management Programme from Harvard Business School, Boston, USA. He is the Chief Operating Officer and Executive Director of the Company. He spearheads the business of the Zydus Cadila Group, including its Joint Ventures and Alliances. Mr. Ganesh N. Nayak joined the Group in 1977. With experience of more than 40 years, he has contributed significantly to the growth of the Company over the years. The Company has successfully undertaken several expansion plans during his association. With strategic insight and business acumen, Mr. Ganesh N. Nayak has played a key role in several M&A deals and alliances. Strategic management skills, long standing expertise in sales and marketing and new insights from the Harvard Business School have catapulted Mr. Ganesh N. Nayak to the global league of marketing professionals.

The Board of Directors on recommendation of the Nomination and Remuneration Committee [NRC] at its meeting held on July 12, 2017 had appointed Mr. Ganesh N. Nayak as an Additional Director on the Board.

In terms of section 160 of the Act, the Company has received a Notice in writing from a member alongwith a deposit of Rs. 1,00,000/- signifying his intention to propose the candidature of Mr. Ganesh N. Nayak for the office of a Director, liable to retire by rotation. Mr. Ganesh N. Nayak has furnished his consent / declaration for his appointment as required under the Act and the Rules made thereunder.

Considering the vast experience and knowledge in the field of marketing and pharmaceutical business, and his strategic leadership and marketing acumen, it would be in the interest of the Company that Mr. Ganesh N. Nayak be appointed as a Director of the Company.

It is also proposed to appoint Mr. Ganesh N. Nayak as a Whole Time Director, to be designated as Chief Operating Officer and Executive Director, for a period of three years with effect from July 12, 2017. Mr. Nayak fulfills all the conditions prescribed in Part I of Schedule V of the Companies Act, 2013. Mr. Nayak, will be paid salary and perquisites in each financial year during the currency of his tenure of appointment based on his performance evaluation by the Nomination and Remuneration Committee to the Board of Directors, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Mr. Nayak shall be paid Minimum Remuneration in any financial year, where the profits of the Company are inadequate or the Company does not earn profits as provided in Part II of Schedule V of the Companies Act, 2013.

Your Directors recommend resolution Nos. 9 and 10 of the Addendum to the Notice, for the appointment of Mr. Ganesh N. Nayak [DIN-00017481] as an Additional Director and a Whole Time Director, to be designated as Chief Operating Officer and Executive Director and he shall be liable to retire by rotation, as set forth in this Addendum to the Notice of AGM.

Save and except Mr. Ganesh N. Nayak, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions at Item Nos. 9 and 10.

Item No. 11:

As per Item No. 5 of the Notice convening the AGM dated June 26, 2017, it is proposed for approval of members the re-appointment of Dr. Sharvil P. Patel as a Joint Managing Director.

The Board of Directors of the Company at its meeting held on July 12, 2017 approved the appointment of Dr. Sharvil P. Patel as the Managing Director of the Company, for a period of five years from April 1, 2017 till March 31, 2022. The other terms and conditions, including remuneration, for appointment of Dr. Sharvil P. Patel as Managing Director shall not change as proposed, in the Resolution No. 5 of the Notice convening the AGM dated June 26, 2017.

Your Directors recommend the appointment of Dr. Sharvil P. Patel [DIN-00131995] as a Managing Director.

Save and except Dr. Sharvil P. Patel and Mr. Pankaj R. Patel, who is father of Dr. Sharvil P. Patel, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 11.

For and on behalf of the Board of Directors

Place : Ahmedabad

Date : July 12, 2017

Cadila Healthcare Ltd.

Upen H. Shah
Company Secretary

Additional information on the Director being appointed, as required under regulation 36 of the SEBI [Listing Obligations and Disclosure Requirement] Regulations, 2015:

Name of the Director	Mr. Ganesh N. Nayak					
Age	62 years					
Date of Appointment on the Board	July 12, 2017					
Brief resume and nature of expertise in functional areas	<p>Mr. Ganesh N. Nayak [DIN-00017481], aged 62 years, has graduated with Bachelor of Science, MBA from Newport University, California, USA and has done General Management Programme from Harvard Business School, Boston, USA. He is the Chief Operating Officer and Executive Director of the Company. He spearheads the business of the Zydus Cadila Group, including its Joint Ventures and Alliances. Mr. Ganesh N. Nayak joined the Group in 1977. With experience of more than 40 years, he has contributed significantly to the growth of the Company over the years. The Company has successfully undertaken several expansion plans during his association. With strategic insight and business acumen, Mr. Ganesh N. Nayak has played a key role in several M&A deals and alliances. Strategic management skills, long standing expertise in sales and marketing and new insights from the Harvard Business School have catapulted Mr. Ganesh N. Nayak to the global league of marketing professionals.</p>					
Relationship between Directors inter-se	None					
Name of the listed companies in which the person holds Directorships and memberships of Committees of the Board	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Position held</th> </tr> </thead> <tbody> <tr> <td>Zydus Wellness Limited</td> <td>- Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee</td> </tr> </tbody> </table>		Name of the Company	Position held	Zydus Wellness Limited	- Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee
Name of the Company	Position held					
Zydus Wellness Limited	- Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee					
Shareholding of Non-Executive Director	N.A.					



CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

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

Phone Numbers: +91 79 268 68 100 [20 lines] | Fax: +91 79 268 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 Twenty Second Annual General Meeting of the Company, to be held on Friday, August 11, 2017 at 1.00 p.m. at J B Auditorium, 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	Optional	
		For	Against
	Ordinary Business:		
1.	Adoption of Financial Statements [including consolidated financial statements] for the year ended on March 31, 2017.		
2.	Confirmation of Interim Dividend declared and paid as a final dividend.		
3.	Re-appointment of Mr. Mukesh M. Patel, Director retiring by rotation.		
4.	Appointment of Statutory Auditors.		
	Special Business:		
5.	Re-appointment of Dr. Sharvil P. Patel as a Joint Managing Director of the Company.		
6.	Ratification of remuneration to Cost Auditors.		
7.	Issue of securities through Qualified Institutional Placement / Foreign Currency Convertible Bonds, etc.		
8.	Issue of Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds.		
9.	Appointment of Mr. Ganesh N. Nayak as a Director liable to retire by rotation.		
10.	Appointment of Mr. Ganesh N. Nayak as a Whole Time Director, to be designated as Chief Operating Officer and Executive Director.		
11.	Appointment of Dr. Sharvil P. Patel as a Managing Director of the Company.		

Signed this day of 2017

Signature of member

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 Twenty Second 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.