

July 18, 2018

BSE Limited
1st Floor, P J Towers,
Dalal Street,
Mumbai-400001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai-400051

Re.: Intimation of 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 7, 2018 as the **Cut-Off Date** for determining the eligibility of members entitled to vote by electronic means and at the venue of Twenty Third Annual General Meeting scheduled to be held on Monday, August 13, 2018 at 10:00 a.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.

The Notice convening the Annual General Meeting is enclosed for your ready reference and kind perusal.

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

Thanking you,

Yours faithfully,
For, **CADILA HEALTHCARE LIMITED**


UPEN H. SHAH
COMPANY SECRETARY



Encl.: As above

Copy to:

1. Central Depository Services (India) Limited—for information
2. Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company—for taking necessary beneficiary position as on August 7, 2018.

Notice



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 is hereby given that the Twenty Third Annual General Meeting of the members of the Company will be held on Monday, August 13, 2018 at 10.00 a.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, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Pankaj R. Patel [DIN 00131852], who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. 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 ₹ 1.08 million plus applicable GST and out of pocket expenses at actuals for the Financial Year ending on March 31, 2019 to Dalwadi & Associates, Cost Accountants [Firm 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 2018-2019."

5. 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 Second

Annual General Meeting held on August 11, 2017, 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-enactment(s) 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 ₹ 1/- each are listed, all ministries, departments or other authorities of the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), 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, 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 ₹ 10,000 crore (Rupees Ten Thousand Crore 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 the 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."

6. 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(s) thereof, for the time being in force] and subject to provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer and invite subscription for the Secured Redeemable Non-Convertible Debentures ["Bonds"], to the extent of ₹ 3,500 crore [Rupees Three Thousands Five Hundred Crore], in one or more tranches, during the current financial year ending on March 31, 2019, through private placement in conformity with rules, regulations and enactments as applicable from time to time subject to the total borrowing of the Company not exceeding the borrowing powers

approved by the members 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

UPEN H. SHAH

Company Secretary

Place : Ahmedabad

Date : May 25, 2018

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the businesses under items 4 to 6 of the Notice are annexed hereto.
2. The Register of Members and Share Transfer Books will be closed from August 2, 2018 to August 13, 2018 [both days inclusive] for the purpose of Annual General Meeting (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 AGM i.e. by 10:00 a.m. on Saturday, August 11, 2018. 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 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, 2011	July 19, 2011	125%	September 25, 2018
March 31, 2012	August 8, 2012	150%	August 15, 2019
March 31, 2013	May 30, 2013	@150%	July 15, 2020
March 31, 2014	July 30, 2014	180%	October 6, 2021
March 31, 2015	August 12, 2015	240%	October 19, 2022
March 31, 2016	March 8, 2016	@320%	April 15, 2023
March 31, 2017	March 7, 2017	@320%	April 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 Second AGM held on August 11, 2017 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, Navrangpura, Ahmedabad-380006, 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 seeking re-appointment at the ensuing AGM 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 Third AGM of the Company, interalia, 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 Third AGM of the Company, interalia, 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 communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**

Members may also note that the Notice of the Twenty Third AGM and the Annual Report will also be available on the Company's website www.zyuscadila.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@zyuscadila.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 8 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 electronic voting 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.zyuscadila.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 Tuesday, August 7, 2018 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 commences at 9:00 a.m. on Friday, August 10, 2018 and ends at 5:00 p.m. on Sunday, August 12, 2018. 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 7, 2018, 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.
- (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 use mobile app - "m-voting" for e-voting. M-voting app is available on Apple, Android and Windows based mobiles. Members may login to m-voting using their e-voting credentials to vote for the Company Resolutions..

(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-400001
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. Manoj Hurkat, Practicing Company Secretary [Membership No. 4287], 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.zyducadila.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 AGM are requested to write to the Company at least seven days in advance of the date of AGM 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 L24230G]1995PLC025878]

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 6 of the accompanying notice dated May 25, 2018.

Item No. 4:

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 had approved the appointment of Dalwadi & Associates, Cost Accountants [Firm Registration Number 000338] as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year 2018-2019, at a remuneration of ₹ 1.08 million plus GST 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 Auditors 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 are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

The members of the Company approved the Special Resolution at the Twenty Second AGM held on August 11, 2017 and authorised 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 members, 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 or as per other applicable rules and regulations, for an amount not exceeding ₹ 10,000 crore (Rupees Ten Thousand Crore 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, Securities and Exchange Board of India [Issue of Capital & Disclosure Requirement] 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 members, whether or not such persons are members, approval of members 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 members by way of a Special Resolution. If approved by the members, 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 members of the Company by way of Special Resolution to offer, create, issue and allot securities in one or more tranches, to investors interalia 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. 5 of the accompanying Notice, accordingly, seek members' 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. 6:

Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 prescribed, interalia, 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, interalia, 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. 6 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite for subscription of Non-convertible Debentures, as may be required by the Company, from time to time during the current financial year ending on March 31, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 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

UPEN H. SHAH
Company Secretary

Place : Ahmedabad
Date : May 25, 2018

Annexure A

**Details of Director seeking re-appointment at the
forthcoming Annual General Meeting**

(Pursuant to the Listing Regulations)

Name of the Director	Mr. Pankaj R. Patel
Age	65 years
Date of Appointment on the Board	May 15, 1995
Brief resume and nature of expertise in functional areas	<p>Mr. Pankaj Patel is the Chairman of Cadila Healthcare Limited, an innovation-driven, global healthcare company with operations in more than 50 countries worldwide. With an experience spanning over 40 years in the Indian pharmaceutical industry, Mr. Patel combines both research and techno-commercial expertise. He has published over 100 research papers in peer reviewed journals and is a co-inventor in more than 64 patents.</p> <p>Mr. Patel is an Immediate Past President of Federation of Indian Chamber of Commerce & Industry (FICCI). FICCI has also nominated him as a member in reconstituted Court of the Indian Institute of Science.</p> <p>He is also a member on the Board of Management at The Indian Institute of Foreign Trade (IIFT).</p> <p>He is a Member of the Board of Governors of the Indian Institute of Management (IIM), Ahmedabad. He is also the Chairman of the Board of Governors and Society, IIM, Udaipur. He is the Chairperson of the Board of Governors of IIT, Bhubaneswar. Mr. Patel is currently on the Governing Board of The Ahmedabad University and the Chairman of School of Life Sciences, Ahmedabad University. He is also a Member of the Board of Management of the Narsee Monjee Institute of Management Studies and a Member on the Governing Board of the Gujarat Law Society and Nirma University. He is also a Member on the Board of Governors of the Anant National University, Ahmedabad.</p> <p>Mr. Pankaj Patel is the Executive Chairman, Vice President and Trustee of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute, a Regional Cancer Centre and one of the largest cancer centres of India, reaching out to the needy and underprivileged cancer patients. Mr. Pankaj Patel also officiates as the Chairman of the Deaf and Mute School, Ahmedabad.</p>
Relationship between Directors inter-se	Mr. Pankaj R. Patel is father of Dr. Sharvil P. Patel, Managing Director of the Company.
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. Torrent Power Limited 2. Gruh Finance Limited 3. Bayer CropScience Limited <p>Committees:</p> <p>A. Stakeholders' / Investors' Relationship Committee:</p> <p>Chairman: Torrent Power Limited</p> <p>Member: Cadila Healthcare Limited</p>
Shareholding of Non-Executive Director	76,56,27,230 *

* Including shares held as a Trustee of Trust and Karta of HUFs.



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 THIRD ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the Twenty Third Annual General Meeting of the Company at J. B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 on August 13, 2018 at 10.00 a.m.

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

Member's/Proxy's name in Block letters

Member's/Proxy's Signature

Note:

1. Please fill the details of your 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 the Financial Year 2017-2018 and Notice of the AGM along with Attendance Slip and Proxy Form are being sent to all the members whose email addresses are 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 the Financial Year 2017-2018 and Notice of the AGM along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email addresses are not registered or have requested for a hard copy.





CADILA HEALTHCARE LIMITED

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

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 Third Annual General Meeting of the Company, to be held on Monday, August 13, 2018 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars of Resolution	Optional	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements [including consolidated financial statements] for the Financial Year ended on March 31, 2018.		
2.	Declaration of Dividend on Equity Shares for the financial year ended on March 31, 2018.		
3.	Re-appointment of Mr. Pankaj R. Patel, Director retiring by rotation.		
Special Business:			
4.	Ratification of remuneration to Cost Auditors.		
5.	Issue of securities through Qualified Institutional Placement / Foreign Currency Convertible Bonds, etc.		
6.	Issue of Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds.		

Signed this day of 2018

Signature of member

Signature of Proxy holder(s)

Affix
Revenue
Stamp not
Less than
₹ 0.15

Note:

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 Third Annual General Meeting.
3. It is optional to put '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

ROUTE MAP OF THE AGM VENUE

