

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH, AT AHMEDABAD

CA (CAA) NO. 5/230-232/NCLT/AHM/2017

In the matter of the Companies Act, 2013;  
And  
In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;  
And  
In the matter of Cadila Healthcare Limited;  
And  
In the matter of Scheme of Arrangement between Cadila Healthcare Limited and Zydus Healthcare Limited and their respective shareholders and creditors;

Cadila Healthcare Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Zydus Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad- 380 015, Gujarat, India.

...Applicant Company

**NOTICE CONVENING MEETINGS OF THE EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF THE APPLICANT COMPANY**

Notice is hereby given that by the final order made on Wednesday, the 15<sup>th</sup> day of February 2017, the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad (NCLT) has directed separate meetings of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company, for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement between Cadila Healthcare Limited and Zydus Healthcare Limited and their respective shareholders and creditors ("Scheme").

In pursuance of the said order and as directed therein, further notice is hereby given that aforesaid meetings of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company will be held as under, at which time and place the said equity shareholders, secured creditors and unsecured creditors of the Applicant Company are requested to attend.

Sr. No.	Class of Meetings	Date of Meetings	Time (IST)	Place of Meetings
1.	Equity Shareholders	Thursday, the 30 <sup>th</sup> day of March 2017	10.00 a.m.	J. B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380 015, Gujarat
2.	Secured Creditors		11.00 a.m.	
3.	Unsecured Creditors		12.00 noon	

Copies of the said Scheme, the Explanatory Statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and form of proxy can be obtained free of charge within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders/creditors of the Applicant Company at the registered office of the Applicant Company as stated above or at the office of its advocates, M/s. Singhi & Co., Singhi House, 1, Magnet Corporate Park, Near Sola Bridge, S. G. Highway, Ahmedabad - 380 059, Gujarat, India.

Persons entitled to attend and vote at the meetings may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company as mentioned above, not later than forty-eight (48) hours before the scheduled time of the commencement of the aforesaid meetings. Forms of proxy can be obtained from the registered office of the Applicant Company.

NCLT has appointed Mr. Humayun Dhanrajgir, an Independent Director of the Applicant Company and in his absence, Mr. Apurva S. Diwanji, an Independent Director of the Applicant Company, as the Chairman of the said meetings of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company. The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the NCLT.

Further Notice is hereby given to the equity shareholders of the Applicant Company that:

1. the Applicant Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the Scheme. The Applicant Company has also provided the facility of ballot or polling paper at the venue of the meeting. The Applicant Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting services;
2. the cut-off date for determining the eligibility of the equity shareholders for voting through postal ballot or e-voting or voting at the venue of the meeting is 21<sup>st</sup> day of February 2017. 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 only shall be entitled for voting. Persons who are not equity shareholders of the Applicant Company as on the cut-off date should treat this Notice for information purposes only;
3. voting through postal ballot and e-voting by the equity shareholders will commence on 28<sup>th</sup> day of February 2017 at 9.00 a.m. and shall end on 29<sup>th</sup> day of March 2017 at 5.00 p.m.;
4. duly completed and signed postal ballot form should reach the Scrutinizer on or before 5.00 p.m. on 29<sup>th</sup> day of March 2017. Any postal ballot form received after 5.00 p.m. on 29<sup>th</sup> day of March 2017, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by CDSL for voting on 29<sup>th</sup> day of March 2017 at 5.00 p.m.;
5. the Applicant Company has on 24<sup>th</sup> day of February 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self addressed postage prepaid Business Reply Envelope amongst others, to the equity shareholders holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> day of February 2017;
6. equity shareholders who have not received the postal ballot form can either download the same from the website of the Applicant Company, [www.zyduscadila.com](http://www.zyduscadila.com) or obtain duplicate postal ballot from the registered office of the Applicant Company as stated above;
7. during the voting period, the equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
8. once the vote is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
9. the Notice including the postal ballot and e-voting instructions are available on the Company's website at [www.zyduscadila.com](http://www.zyduscadila.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com);
10. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145/CP 8195) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and the voting at the venue of the meeting in a fair and transparent manner;
11. In case of any query/grievance in relation to the voting by postal ballot may be addressed to Mr. Upen Shah, Company Secretary of the Applicant Company at the registered office of the Applicant Company as stated above, Email [upen.shah@zyduscadila.com](mailto:upen.shah@zyduscadila.com), Phone - +91 79 2686 8100. Any query/grievance related to the e-voting may be addressed to Mr. Rakash Daivi, Assistant Manager, Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 16<sup>th</sup> Floor, Dalal Street, Fort, Mumbai - 400 001. E-mail helpdesk [evoting@cdslindia.com](mailto:evoting@cdslindia.com). Phone 18002005533.

In case of meetings of the secured creditors and the unsecured creditors of the Applicant Company, the voting shall be carried out through the ballot / polling paper at the venue of the meetings. Mr. Hitesh Buch has also been appointed as the Scrutinizer for the said meetings.

Place : Ahmedabad  
Date : 25<sup>th</sup> February 2017

  
Humayun Dhanrajgir  
Chairman appointed for the meetings

**Zydus**  
healthcare  
life

Cadila Healthcare Limited  
Corporate Identity Number (CIN) - L24230GJ1995PLC025878  
Registered office : Zydus Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway,  
Ahmedabad - 380 015, Gujarat, India

**Cadila**  
Healthcare Limited

Tel : +91 79 2686 8100 E-mail : [upen.shah@zyduscadila.com](mailto:upen.shah@zyduscadila.com) Website : [www.zyduscadila.com](http://www.zyduscadila.com)