

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT AHMEDABAD
CA (CAA) NO. 6/230-232/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 ZyduS Healthcare Limited;
And
In the matter of Scheme of Arrangement between Cadila Healthcare Limited and ZyduS Healthcare Limited and their respective shareholders and creditors;

ZyduS 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, PREFERENCE SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF THE APPLICANT COMPANY

Notice is hereby given that by the final order made on Wednesday, the 15th day of February 2017, the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad (NCLT) has directed separate meetings of the equity shareholders, preference shareholders (namely 8% Non-Cumulative Redeemable Preference Shareholders and 8% Optionally Convertible Non-Cumulative Redeemable Preference 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, preference shareholders, secured creditors and unsecured creditors of the Applicant Company will be held as under, at which time and place the said equity shareholders, preference 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 th day of March 2017	1.00 p.m.	J. B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380 015, Gujarat
2.	Preference Shareholders		2.00 p.m.	
3.	Secured Creditors		3.00 p.m.	
4.	Unsecured Creditors		4.00 p.m.	

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 6 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. Deevyesh Radia, an Independent Director of the Applicant Company and in his absence, Dr. Bhavna Doshi, an Independent Director of the Applicant Company, as the Chairman/Chairperson of the said meetings of the equity shareholders, preference 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. In compliance with the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 & 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and as directed by the NCLT by its final order dated 15th February 2017, the Applicant Company has provided the facility of voting through ballot or polling paper at the venue of the meeting. Accordingly, you may cast your vote either through ballot or polling paper at the venue of the meeting.

NCLT has appointed Mr. Ashish Doshi, Practicing Company Secretary (Membership No. FCS 3544/COP 2356) as the Scrutinizer to conduct the voting process through ballot or polling at the venue of the meeting.

The cut-off date for determining the eligibility of the equity shareholders and preference shareholders for voting at the venue of the meeting is Tuesday, 21st day of February 2017. A person, whose name is recorded in the register of members of the Applicant Company as on the cut-off date shall be entitled for voting at the meeting to be held on 30th day of March, 2017.

Place : Ahmedabad,

Date : 25th February 2017



Deevyesh Radia

Chairman appointed for the meetings



ZyduS Healthcare Limited
Corporate Identity Number (CIN) - U51900GJ1988PLC078501
Registered office : ZyduS Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway,
Ahmedabad - 380 015, Gujarat, India
Tel : +91 79 2686 8100 E-mail : sanjeyd.gupta@zyduscadila.com Website : www.zyduscadila.com