

## **CADILA HEALTHCARE LIMITED**

(CIN: L24230GJ1995PLC025878)

**Regd. Office:** “Zydus Corporate Park”, Scheme No. 63, Survey No. 536,  
Near Vaishnodevi Circle, Khoraj (Gandhinagar)  
Sarkhej-Gandhinagar Highway, Ahmedabad-382481

**Email:** [dhavalsoni@zyduscadila.com](mailto:dhavalsoni@zyduscadila.com) | **Website:** [www.zyduscadila.com](http://www.zyduscadila.com)

**Phone Number:** +91 79 48040000, +91 79 71800000

### **NOTICE**

**NOTICE** is hereby given that the First Extra Ordinary General Meeting of the financial year 2021-2022 (“**EOGM**”) of the members of Cadila Healthcare Limited (“the **Company**”) will be held on Friday, June 11, 2021 at 10.00 a.m. through Video Conference (“**VC**”) / Other Audio Visual Means (“**OAVM**”). The venue of the EOGM shall be deemed to be the registered office of the Company. The following special business will be transacted at the EOGM:

#### **Special Business:**

##### **Sale of an undertaking of a wholly owned material subsidiary:**

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 regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“the **Listing Regulations**”) and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (“the **Act**”) and rules framed thereunder (“**Rules**”) and subject to the Memorandum of Association and Articles of Association of Cadila Healthcare Limited (“**CHL**” or “the **Company**”) and subject to such statutory / regulatory and other approvals, sanctions, consents, permissions, authorizations, as may be required to be obtained, to the extent applicable and necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) to sell, transfer, hive off or otherwise dispose of whole of the undertaking of Zydus Animal Health and Investments Limited (“**Z AHL**”), a wholly owned material subsidiary of the Company, namely Animal Healthcare Established Markets Undertaking, which includes the business of development, manufacturing, processing, importing, exporting, marketing, selling, distributing, storing or otherwise dealing in drugs, vaccines and feed supplements for livestock, poultry, companion and other animals for markets in India and other countries across the world excluding: (a) United States of America; and (b) countries in the continent of Europe (other than Belarus, Russia and Ukraine), along with the embedded goodwill and includes immovable assets, movable assets, inventory, brands and intangible assets, certain licensed trademarks, contracts, licenses and permissions, business records, transferring employees along with employee benefit funds, insurance policies, other assets and assumed liabilities (“**Undertaking**”), (which excludes the other undertakings and the entire businesses of Z AHL other than the Undertaking i.e. remaining business as defined in the business transfer agreement (“**BTA**”) as a going concern, by way of a slump sale as defined in section 2(42C) of the Income Tax Act, 1961 (“**Slump Sale**”), without values being assigned to the individual assets and liabilities, along with the goodwill associated with it by executing the BTA and other Ancillary Agreements, (BTA and other Ancillary Agreements are collectively referred to as “**Definitive Agreements**”) between Z AHL and Zenex Animal Health India Private Limited (formerly known as Nutrizvit Animal Health India Private Limited (CIN: U24299GJ2021PTC120998) (“**Purchaser**”), a company incorporated under the provisions of the Act, for an aggregate lump sum consideration of INR 2,921 crores (Indian Rupees Two Thousand Nine Hundred and Twenty One crores only), on debt free and cash free basis, subject to certain closing date adjustments as specified in the BTA, with effect from such date, in such manner and on such terms and conditions specified in the Definitive Agreements executed in relation to such transaction (sale / transfer / hive off / disposal of Undertaking from Z AHL to the Purchaser be termed as “**Transaction**”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, desirable and / or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in relation to the transfer of the Undertaking of wholly owned material subsidiary of the Company, as they may in their absolute discretion deem fit and as may be necessary for the completion of the Transaction as aforesaid in the best interest of the Company.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to file the necessary forms and returns with the Registrar of Companies and other statutory authorities and to do all other acts, deeds and things as may be necessary.”

By order of the Board of Directors

**Dhaval N. Soni**

Company Secretary  
Membership No. F7063

Place : Ahmedabad  
Date : May 15, 2021

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the **Act**”), in respect of the special business mentioned in the notice of this Extra Ordinary General Meeting (“**EOGM**”) (“**Notice**”) is annexed hereto. The Board of Directors have considered and decided to include the special business in the EOGM as it is unavoidable in nature.

In view of the situation arising out of Covid-19 global pandemic, the Ministry of Corporate Affairs vide its circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (“**MCA Circulars for General Meetings**”) and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 (“**SEBI Circulars for General Meetings**”), permitted the holding of general meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, EOGM of the Company is being held through VC / OAVM. In view of the same, members can attend and participate in the EOGM through VC / OAVM.

As this EOGM is being held pursuant to the MCA Circulars for General Meeting and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the EOGM through VC / OAVM and participate thereat and cast their votes through e-voting.

As this EOGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

2. Institutional / Corporate Shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of (PDF / JPG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the scrutinizer by email on its registered email address to [manojhurkat@gmail.com](mailto:manojhurkat@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
4. **Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**

The email addresses can be registered with the Depository Participant (“**DP**”) in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company (“**RTA**”) in case the shares are held in physical form.

Members may also note that the Notice will also be available on the Company’s website, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and Central Depository Services (India) Limited (“**CDSL**”) at [www.zyduscadila.com](http://www.zyduscadila.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cdslindia.com](http://www.cdslindia.com) / [www.evotingindia.com](http://www.evotingindia.com) respectively. 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](mailto:investor.grievance@zyduscadila.com) or [dhavalsoni@zyduscadila.com](mailto:dhavalsoni@zyduscadila.com).

5. **E-Voting (voting through electronic means):**

- i. The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, standard 8 of the Secretarial Standards on General Meetings, in compliance with regulation 44 of the Listing Regulations and pursuant to the MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary

arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the EOGM (“**remote e-voting**”). The facility for voting shall be made available during the EOGM through electronic voting and the members participating in the EOGM who have not cast their vote by remote e-voting shall be able to exercise their right during the EOGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the EOGM will be provided by CDSL.

- ii. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the MCA Circulars for General Meetings and SEBI Circulars for General Meetings, physical attendance of the members at the EOGM venue is not required and EOGM can be held through VC / OAVM.
- iii. The members can join the EOGM through VC / OAVM mode 15 minutes before the EOGM and within 15 minutes after the scheduled time of the commencement of the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
- iv. The attendance of the members attending the EOGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- v. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, June 4, 2021, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the EOGM. Persons who are not members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

The members who have cast their vote by remote e-voting prior to EOGM may also attend the EOGM, 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 Friday, June 4, 2021 are entitled to vote on resolution set forth in the Notice. Eligible members who have acquired shares after sending the Notice electronically 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.

**vi. Process for those members, whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in the Notice of EOGM:**

- I. Members holding shares in physical form are requested to provide necessary details like folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id**.
- II. Members holding shares in demat form are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) to **Company / RTA email id**.

**vii. Instructions for members for remote e-voting are as under:**

- I. The remote e-voting period commences at 9:00 a.m. on Tuesday, June 8, 2021 and ends at 5:00 p.m. on Thursday, June 10, 2021. 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. Friday, June 4, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. The members who have already voted prior to the EOGM date would not be entitled to vote during the EOGM.
- III. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members’ resolutions. However, it has been observed that the participation by the public non-institutional members / retail members is at a negligible level.

Currently there are multiple e-voting service providers (“**ESPs**”) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

- IV. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. **Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.**

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of members	Login methods
Individual member holding shares in demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL / NSDL / Karvy / Link Intime as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email ID as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the EOGM.</li> </ol>
Individual member holding shares in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual member (holding shares in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual members holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

V. Login method for e-voting and joining virtual meeting for **members other than individual members and physical members** is as under:

1. The members should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
3. 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

Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from login myeasi using your login credentials. Once you successfully login to CDSL's **EASI/EASIEST** e-services, click on e-voting option and proceed directly to cast your vote electronically.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	<b>For members holding shares in both demat and physical form other than individual members</b>
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 <b>OR</b> 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. • 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 5.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
10. Click on the EVSN for CADILA HEALTHCARE LIMITED on which you choose to vote.
11. 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.

12. Click on the “RESOLUTION FILE LINK” if you wish to view the Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
16. 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.
17. Members can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.
18. 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively, Non-Individual members are required to send the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer and to the Company, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EOGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions (“**FAQS**”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A, Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

A member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the EOGM. 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 e-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 resolution mentioned in the Notice 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](http://www.zyduscadila.com) and on the website of the CDSL [www.cdslindia.com](http://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.

**viii. Instructions for members attending the EOGM through VC / OAVM and e-voting during EOGM are as under:**

- I. The procedure for attending the EOGM and e-voting on the day of EOGM is same as the instructions mentioned above for remote e-voting.
- II. The link for VC / OAVM to attend EOGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Members who have voted through remote e-voting will be eligible to attend the EOGM. However, they will not be eligible to vote during the EOGM.
- IV. Members are encouraged to join the EOGM through Laptops / IPads for better experience.
- V. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- VII. Members who would like to express their views/ask questions during the EOGM may register themselves as a speaker by sending their request in advance at least **7 days prior to the EOGM** mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. The members who do not wish to speak during the EOGM but have queries may send their queries in advance **7 days prior to the EOGM** mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. These queries will be replied to by the Company suitably by email.
- VIII. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM.
- IX. Only those members, who are present in the EOGM through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EOGM.
- X. If any votes are cast by the members through the e-voting available during the EOGM and if the same members have not participated in the EOGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the EOGM is available only to the members attending the EOGM.

**Request to the members:**

Members desiring any relevant information pertaining to the resolution during the EOGM are requested to write to the Company at least seven days in advance of the date of EOGM at its Registered Office, so as to enable the Company to keep the information ready.

## CADILA HEALTHCARE LIMITED

(CIN: L24230GJ1995PLC025878)

**Regd. Office:** “Zydus Corporate Park”, Scheme No. 63, Survey No. 536,  
Near Vaishnodevi Circle, Khoraj (Gandhinagar)  
Sarkhej-Gandhinagar Highway, Ahmedabad-382481

**Email:** [dhavalsoni@zyduscadila.com](mailto:dhavalsoni@zyduscadila.com) | **Website:** [www.zyduscadila.com](http://www.zyduscadila.com)

**Phone Number:** +91 79 48040000, +91 79 71800000

### Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 (“the Act”):

With a view to accelerate growth of the business and improve operational efficiencies and explore strategic choices for its business, Zydus Animal Health and Investments Limited (“**ZAHL**”), a wholly owned material subsidiary of the Company, has been exploring various strategic options with the help of leading investment advisors. ZAHL initiated the process to look for strategic and/or financial partners who share the same values and growth ambition for its business with an intention to invite them to take equity stake in ZAHL. The process was initiated to explore merger or combination of its business with such partner, sale of part of its securities, assets or business to such partner or any other form of strategic / financial alliance with such partner.

In view of the foregoing, ZAHL initiated the process of identifying various leading private equity or strategic buyers for possible equity participation in ZAHL. As a part of this process, various investors expressed their interest, but such interest was expressed for purchase of one of the two business undertakings of ZAHL. ZAHL noted that the preference of the investors was to get majority or total and absolute control of the business of the Undertaking (as defined below) rather than becoming a significant minority partner in ZAHL. Pursuant to evaluating various bids received and subsequent negotiations with the potential investors, and after due consideration and deliberations, ZAHL found it commercially prudent to transfer the Undertaking to a third party purchaser. Thus, ZAHL accepted the offer proposed by Zenex Animal Health India Private Limited (formerly known as Nutrizvit Animal Health India Private Limited) (CIN: U24299GJ2021PTC120998) (“**Purchaser**”) to purchase the Undertaking. The offer by Purchaser was assessed to be in the best interest of ZAHL and its stakeholders, including from a valuation perspective (sale / transfer / hive off / disposal of Undertaking from ZAHL to the Purchaser be termed as “**Transaction**”).

The Purchaser is a special purpose vehicle incorporated by Multiples Alternate Asset Management Private Limited and other investors with an object to carry on animal healthcare business. The Purchaser does not belong to the promoter / promoter group / group companies.

Accordingly, the Board of Directors and shareholders of ZAHL at their meetings held on May 7 and 10, 2021 respectively and Board of Directors of the Company at its meeting held on May 12, 2021 (subject to approval of the shareholders by way of special resolution), subject to obtaining requisite statutory / regulatory approvals, approved sale / transfer of the Animal Healthcare Established Markets Undertaking (“**Undertaking**”) as defined in the business transfer agreement (“**BTA**”) and other Ancillary Agreements (BTA and other Ancillary Agreements collectively referred to as “**Definitive Agreements**”) on a going concern basis, by way of a slump sale as defined in section 2(42C) of the Income Tax Act, 1961 (“**Slump Sale**”), without values being assigned to the individual assets and liabilities, along with the goodwill associated with it to the Purchaser for an aggregate lump sum consideration of INR 2,921 crores (Indian Rupees Two Thousand Nine Hundred and Twenty One crores only), on cash free and debt free basis subject to certain closing date adjustments specified in the BTA, with effect from such date, in such manner and on such terms and conditions specified in the Definitive Agreements executed between ZAHL and the Purchaser.

As per Section 180(1)(a) of the Act, an undertaking means an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking, which generates 20% of the total income of a company during the previous financial year. Substantial part of an undertaking means 20% or more of the value of the undertaking as per the audited balance sheet of the previous financial year. Given that the Undertaking, in the given instance, exceeds both the thresholds of net worth as well as total income specified herein, so far as ZAHL is concerned, ZAHL has obtained the approval of its shareholders by way of a special resolution for the Transaction.

Further, pursuant to the provisions of regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”), sale or disposal of twenty percent or more of the assets of a material subsidiary would require approval from the members of the parent company by way of a special resolution. ZAHL is a material subsidiary of the Company and the Transaction will be in excess of twenty percent of the total assets of ZAHL. In view of the same, approval of members of the Company is sought for the Transaction by way of a special resolution.

Turnover of the Undertaking as on March 31, 2020 was Rs. 5,133 mio. representing 4% of the consolidated turnover and EBIDTA was Rs. 876 mio. representing 3% of the consolidated EBIDTA of the Company. Network of the Undertaking as on March 31, 2020 was Rs. 22,036 mio. representing 21% of the consolidated network of the Company.



The Definitive Agreements were executed between ZAHL and the Purchaser on May 12, 2021.

ZAHL will continue to pursue business opportunities in US and certain European countries through Animal Healthcare Emerging Markets Undertaking.

There will be no change in the shareholding pattern of the Company as the proposal is for sale and transfer of the Undertaking.

The Board is of the opinion that the Transaction is in the best interest of the Company and hence, recommends the Special Resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the above resolution, except to the extent of their employment in the Company and shareholding, if any, in the Company.

All the documents and resolutions passed in this regard are available for inspection by the members of the Company, at the Registered Office of the Company on any working day (i.e. any day other than Saturday, Sunday and public holiday).

By order of the Board of Directors

Place : Ahmedabad  
Date : May 15, 2021

**Dhaval N. Soni**  
Company Secretary  
Membership No. F7063