

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 | **Website:** www.zyduscadila.com

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

NOTICE

NOTICE is hereby given that the Second 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, February 18, 2022 at 10.00 a.m. through Video Conferencing ("**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 businesses will be transacted at the EOGM:

SPECIAL BUSINESSES:

1. Change in name of the Company:

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 sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and subject to the approval of the Registrar of Companies-Ahmedabad, Gujarat ("**the ROC**") and other regulatory authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from "**Cadila Healthcare Limited**" to "**Zydus Lifesciences Limited**".

RESOLVED FURTHER THAT the Board of Directors ("**the Board**") be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and make an application in Form No. INC-24 and / or any other e-form to the ROC and / or to Central Government and / or Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate the powers to any officer of the Company to file the necessary forms and returns with the ROC and make an application to the stock exchanges, where the equity shares of the Company are listed and other statutory authorities to do all such acts, deeds, things and matters as may be necessary to give effect to the change in name of the Company."

2. Alteration in the Memorandum of Association and the Articles of Association of the Company:

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 13(2), and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), upon receipt of a fresh certificate of incorporation from Registrar of Companies-Ahmedabad, Gujarat, the Name Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered by:

I. The name of the Company is **Zydus Lifesciences Limited**.

RESOLVED FURTHER THAT in terms of section 14 of the Act and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with **Zydus Lifesciences Limited** upon approval of the same by Registrar of Companies-Ahmedabad, Gujarat.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors ("**the Board**") be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and / or any other e-form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution."

3. Re-appointment of Dr. Sharvil P. Patel (DIN-00131995) as the Managing Director of the Company for a further period of 5 (five) years:

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

“RESOLVED THAT subject to the provisions of sections 2(54), 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (“the **Act**”) read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 89 of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and Board of Directors (“the **Board**”) consent of the members be and is hereby accorded to re-appoint Dr. Sharvil P. Patel (DIN-00131995) (“the **Appointee**”) as the Managing Director (Designated as a Key Managerial Personnel) of the Company for a further period of 5 (five) years with effect from April 1, 2022 to March 31, 2027 on payment of salary, commission and perquisites (herein after referred to as “**remuneration**”) and upon such terms and conditions as set out in the draft agreement proposed to be executed between the Company and the Appointee, with an authority to the Board or any Committee constituted or to be constituted by the Board to alter and vary the terms and conditions of the said re-appointment and / or agreement in such a manner as may be agreed to between the Board and the Appointee.

RESOLVED FURTHER THAT the remuneration payable to Dr. Sharvil P. Patel, in each financial year during the currency of his tenure of appointment shall not exceed the overall ceiling of the total managerial remuneration as provided under the provisions of section 197 read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or such other limits as may be prescribed from time to time.

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

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

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

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

By order of the Board of Directors

Dhaval N. Soni

Company Secretary

Membership No. F7063

Place: Ahmedabad

Date : January 21, 2022

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the **Act**”), in respect of the special businesses mentioned in the Notice of this Extra Ordinary General Meeting (“**EOGM**”) (“**Notice**”) is annexed hereto. The Board of Directors (“the **Board**”) have considered and decided to include the special businesses 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, December 31, 2020, June 23, 2021 and December 8, 2021 (“**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 Meetings 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@hotmail.com with a copy marked to 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 addresses 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 Agents of the Company (“RTA”) in case the shares are held in physical form.

Members are requested to take a note of the SEBI Circular dated November 3, 2021 and clarification issued by SEBI dated December 14, 2021 on ‘Common and simplified norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination’. As per the said SEBI Circular, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated, the shares will be frozen. Said SEBI Circular and the prescribed forms for updating these details are uploaded on the website of the Company, the link of which is <https://www.zyduscadila.com/shareholderservices#1>.

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, www.bseindia.com, www.nseindia.com and www.cdslindia.com / 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 email id dhavalsoni@zyduscadila.com.

5. Information of Dr. Sharvil P. Patel seeking re-appointment at the EOGM is provided at **Annexure-“A”** to the Notice as prescribed under regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
6. **E-Voting (voting through electronic means):**
 - i. 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 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 the 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 rights 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.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EOGM.
 - 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 the 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 the VC / OAVM mode 30 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 members (members 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, February 11, 2022, being the cut-off date shall be entitled to avail the facility of remote e-voting or 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, February 11, 2022 are entitled to vote on resolutions 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 follow the procedure provided in point no. vii (IV) below to login for e-voting and joining the virtual meeting.

vi. Process for those members, whose email ids/mobile numbers are not registered with the Company/Depositories:

- I. Members holding shares in physical mode-please 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 mode-please update your email id and mobile number with your respective DP which is mandatory for e-voting and joining the EOGM through VC/OAVM through Depository.

vii. Instructions for members for remote e-voting, e-voting during EOGM and joining the EOGM through VC/OAVM are as under:

- I. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, February 15, 2022 and ends at 5:00 p.m. on Thursday, February 17, 2022. During this period, members of the Company, holding shares either in physical mode or in dematerialized mode, as on the cut-off date i.e. Friday, February 11, 2022, 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.

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, SEBI has decided to enable e-voting for **all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / DPs**. 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 DPs. **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 meeting for individual shareholders holding shares in demat mode is given below:

Type of members	Login methods
Individual member holding shares in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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 / KFinTech / Link Intime as per information provided by Issuer / Company. Additionally, we are providing links to ESPs, so that the user can visit the e-voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual member holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
Individual member (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your DPs 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 website.

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 Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 holding shares in Demat mode and physical members is as under:

1. The members should log on to the remote e-voting website 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 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:

	For members holding shares either in Demat form other than individual or in 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 (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 mode 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 resolutions contained in this Notice.
10. Click on the EVSN (220121001) 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 "RESOLUTIONS FILE LINK" if you wish to view the entire 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 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.
 - 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.
 - 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, under help section or write an email to 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 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 resolutions 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 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.

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 resolutions 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 resolutions during the EOGM are requested to write to the Company at least seven days in advance of the date of EOGM through email on dhavalsoni@zyduscadila.com. The same will be replied by the Company suitably.

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 | **Website:** 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”):

The following statement sets out all material facts relating to the special businesses under Item Nos. 1 to 3 of the accompanying Notice dated January 21, 2022.

Item Nos. 1 and 2:

The members must be aware, while the name of the Company is Cadila Healthcare Limited (the “**Company**”), the Company is largely known, well established and reputed as “Zydus” in the pharmaceutical industry across the globe. The management thinks it prudent to include the word “Zydus” in the name of the Company, to capitalize and enhance its global presence and reputation. Hence, the Company proposes to change the name of the Company from Cadila Healthcare Limited to “**Zydus Lifesciences Limited**”.

The Board of Directors (“the **Board**”) of the Company at its meeting held on January 21, 2022, has, subject to the approval of the members of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from Cadila Healthcare Limited to “**Zydus Lifesciences Limited**” and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company.

Pursuant to the application made by the Company for reservation of name, the Central Registration Centre, Ministry of Corporate Affairs, New Delhi vide its approval letter dated January 18, 2022 has confirmed that proposed name i.e. “**Zydus Lifesciences Limited**” is available for registration, which is valid for sixty days.

The proposed change in name would be subject to the necessary approvals in terms of sections 4 and 13 of the Act. As the aforesaid sections require approval of the members of the Company by way of passing Special Resolution, your Directors recommend the resolutions set out in item Nos. 1 and 2 for your approval.

The Company has complied with the requirements of regulation 45 of the Listing Regulations and has obtained a certificate for the same from a practicing Chartered Accountant, which is annexed to the Notice of EOGM as **Annexure-“B”**.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Members may please note that there is change only in the name of the Company and the objects and the line of business activities remains unaltered.

The Board recommends the Special Resolutions at item Nos. 1 and 2 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 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).

Item No. 3:

The present term of Dr. Sharvil P. Patel (DIN-00131995) as the Managing Director of the Company will expire on March 31, 2022. The Board of Directors (“the **Board**”) at its meeting held on January 21, 2022, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Dr. Sharvil P. Patel, which shall be subject to approval of the members at a general meeting.

Brief profile of Dr. Sharvil P. Patel is provided in **Annexure-“A”**.

To continue to avail the benefits of the expertise and experience of the dynamic young Managing Director to achieve the new milestones, it is proposed to re-appoint Dr. Sharvil P. Patel as the Managing Director of the Company for a further period of 5 (five) years from April 1, 2022 on the terms and conditions, including payment of remuneration as set out in the resolution and draft agreement.

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

Further, notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Managing Director will be paid minimum remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or any modification or re-enactment thereof, subject to necessary compliance and disclosure. Moreover, approval of the members may be specifically sought under regulation 17(6)(e) of the Listing Regulations for payment of remuneration in excess of the limits as specified therein, from time to time, as and when necessary.

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

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

Dr. Sharvil P. Patel satisfies all the conditions set out in Part-I of Schedule V of the Act for appointment as a Managing Director. Dr. Sharvil P. Patel is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature for re-appointment of Dr. Sharvil P. Patel as the Managing Director.

The Company has received the following documents from the Managing Director:

- (i) consent to act as the Managing Director in prescribed Form No. DIR-2 pursuant to section 152(5) of the Act read with rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation that he is not disqualified to act as a director in prescribed Form No. DIR-8 pursuant to section 164(2) of the Act read with rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and
- (iii) notice of disclosure of interest in prescribed Form No. MBP-1 pursuant to section 184(1) of the Act read with rule 9(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

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

The Board recommends the Ordinary Resolution at item No. 3 for approval of the members.

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 : January 21, 2022

Dhaval N. Soni
Company Secretary
Membership No. F7063

ANNEXURE-A

**Details of Dr. Sharvil P. Patel who is seeking re-appointment at the EOGM
(Pursuant to the Listing Regulations)**

Name of the Director	Dr. Sharvil P. Patel Managing Director
DIN	00131995
Age	43 years
Date of Birth	October 13, 1978
Date of first appointment on the Board	August 1, 1997
Date of re-appointment by the members	August 27, 2020
Qualifications	Bachelor's Degree in chemical and pharmaceutical sciences Doctorate in philosophy (on Breast Cancer) from University of Sunderland, United Kingdom.
Brief resume and nature of expertise in functional areas	<p>At present, Dr. Sharvil Patel is the Managing Director of the Company, which is one of the leading global healthcare providers and the 4th largest pharmaceutical company in India. He also officiates as the Chairman on the Board of Zydus Wellness Ltd., which is creating several novel experiences for the health conscious consumers and has a basket of niche products and iconic brands such as Sugar Free, Everyuth, Nutralite, Complian, Glucon D and Nycil. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, U.K., and a doctorate also from the same university for his research work in Breast Cancer at Johns Hopkins, Bayview Medical Centre, USA, Dr. Sharvil Patel combines both pharma and research expertise.</p> <p>Dr. Sharvil Patel's leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap. He was conferred the '40 Under 40 Most Influential Asians' Award by the Asian Business & Social Forum 2018 (ABSF) and the Young Business Leader '40 under Forty' Award by ET Now in 2017. Recently he has also been conferred the 'The Economic Times Most Promising Business Leaders of Asia 2020-21' Award, 'GenNext Entrepreneur of the Forbes India Leadership Awards (FILA) 2020-21' by the Forbes India and 'Young Turks Award' by India Pharma Awards 2021.</p> <p>The Company is the first Indian pharma company to launch its own patented NCE-Lipaglyn, the novel drug to be approved for the treatment of diabetic dyslipidemia. The group is also the first in the world to announce a treatment for non-cirrhotic NASH, an unmet healthcare condition globally. Supporting the nation in the fight against the novel Coronavirus, Zydus Cadila is at the forefront manufacturing therapies and lifesaving drugs, exploring new therapy options through research, discovering vaccines and manufacturing diagnostic kits. The company also received the emergency use authorization for the world's first DNA plasmid vaccine ZyCoV-D.</p>
Relationship with other Directors and Key Managerial Personnel	Mr. Pankaj R. Patel, Chairman is the father of Dr. Sharvil P. Patel

Name of the Director	Dr. Sharvil P. Patel Managing Director
Name of the companies in which Dr. Sharvil P. Patel holds Directorships and Memberships of Committees of the Board	<p>A. Directorship in listed companies:</p> <ol style="list-style-type: none"> 1. Cadila Healthcare Limited 2. Zydus Wellness Limited <p>B. Directorship in unlisted public companies:</p> <ol style="list-style-type: none"> 1. Zydus Healthcare Limited 2. Zydus Wellness Products Limited 3. Zydus Foundation 4. Liva Nutritions Limited 5. Liva Investment Limited <p>C. Directorship in private companies:</p> <ol style="list-style-type: none"> 1. Pripan Investment Private Limited 2. Cadila Laboratories Private Limited 3. Cadmach Machinery Company Private Limited 4. Zydus Hospitals and Healthcare Research Private Limited 5. Zydus Hospitals (Vadodra) Private Limited 6. Zydus Hospitals (Rajkot) Private Limited 7. Western Ahmedabad Effluent Conveyance Company Private Limited <p>Committees:</p> <p>Stakeholders' / Investors' Relationship Committee:</p> <p>Member:</p> <p>Cadila Healthcare Limited</p>
Terms and conditions of re-appointment	<ul style="list-style-type: none"> • Term of 5 (five) years w.e.f. April 1, 2022, subject to approval of members • Liable to retire by rotation • At a remuneration not exceeding the statutory limits provided under the Act and the Listing Regulations

ANNEXURE-B

Certificate of Chartered Accountant certifying compliance of regulation 45(1) of the Listing Regulations

To,
The Board of Directors,
Cadila Healthcare Limited
Zydus Corporate Park,
Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
Ahmedabad - 382481

Certificate from the Chartered Accountant

1. This certificate is issued in accordance with the terms of our engagement.
2. Cadila Healthcare Limited (“the **Company**”) is required to submit Chartered Accountant’s certificate certifying the compliance with the conditions prescribed in sub-regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from Cadila Healthcare Limited to “**Zydus Lifesciences Limited**”.

Management’s Responsibility

3. The management of the Company is responsible for ensuring the compliances with the applicable notifications, circulars and other rules and regulations of the applicable statutory and regulatory laws and rules framed thereunder and other relevant regulatory compliances, and also for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the extracting of the required information for this certificate.

Our Responsibility

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the company for certifying the change of name of the company.
5. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India (“the Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination and according to the information and explanations provided to us, pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that:

Sr. No.	Particulars	Our opinion
1	The time period of one year has elapsed from the last name change that was occurred in the year	The Company has not changed its name since 1995.
2	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name	More than 50% of the revenues and assets are related to life science business only.
3	The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity	Not applicable As there is no change in the objects and business activities of the Company in the preceding one year period.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

For, Dhirubhai Shah & Co. LLP

Chartered Accountants
Firm Registration No. 102511W/W100298

Samip K. Shah

Partner

Membership No. 128531

ICAI UDIN: 22128531AAAAAY4653

Place: Ahmedabad

Date: January 21, 2022