



CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

Regd. Office: "Zydus Tower", Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380 015.

Email: investor.grievance@zyduscadila.com | Website: www.zyduscadila.com

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

ADDENDUM TO THE NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF CADILA HEALTHCARE LIMITED

In continuation to the Notice of the Twenty Second Annual General Meeting ["AGM"] of the members of Cadila Healthcare Limited ["the Company"] dated June 26, 2017 which is being sent herewith, **NOTICE** is hereby given that the following additional special business will also be transacted at the AGM and this Notice be read in consonance with the aforesaid notice.

SPECIAL BUSINESS:

9. Appointment of Mr. Ganesh N. Nayak as a Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 150 and 152 and all other applicable provisions of the Companies Act, 2013 ["the Act"] read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof for the time being in force] and relevant provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mr. Ganesh N. Nayak [DIN: 00017481], who was appointed as an Additional Director by the Board of Directors at its Board meeting held on July 12, 2017 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the Office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. Appointment of Mr. Ganesh N. Nayak, as a Whole Time Director of the Company, to be designated as Chief Operating Officer and Executive Director:

To consider and if thought fit, to pass with or without modification[s], the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of sections 196, 197 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, consent of the members be and is hereby accorded to the appointment of Mr. Ganesh N. Nayak [DIN-00017481] as a Whole Time Director of the Company, to be designated as Chief Operating Officer and Executive Director for a period of three years with effect from July 12, 2017 and payment of salary and perquisites [herein after referred to as "remuneration"] upon 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 of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ganesh N. Nayak, in each financial year during the currency of his tenure of appointment shall be as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on his performance evaluation, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 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 Whole Time Director will be paid

Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in addition to the above, the Whole Time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling of 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 of appointment of the Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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."

11. Appointment of Dr. Sharvil P. Patel as the Managing Director of the Company:

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

"**RESOLVED THAT** in continuation of Resolution No. 5 of the Notice convening Twenty Second Annual General Meeting dated June 26, 2017 regarding the appointment of Dr. Sharvil P. Patel as a Joint Managing Director, consent of the members be and is hereby accorded for appointment of Dr. Sharvil P. Patel as a Managing Director of the Company and all other terms and conditions mentioned in the said resolution proposing his appointment shall remain unaltered."

By order of the Board of Directors

Place : Ahmedabad

Date : July 12, 2017

Upen H. Shah
Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the Special Business as proposed above to be transacted at the ensuing AGM is annexed hereto.
2. Brief profile and other required information about Dr. Sharvil P. Patel is provided in the Notice dated June 26, 2017, convening the AGM. Brief profile and other information about Mr. Ganesh N. Nayak, as required under Regulation 36 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 is annexed hereto.
3. Relevant documents referred to in this Addendum to Notice of AGM are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto the date of AGM.
4. This Addendum to the Notice of AGM is available along with the Notice of AGM on the website of the Company and Company's Registrar and Transfer Agents – Link Intime India Private Limited [Link Intime]. The revised Proxy Form including the resolutions proposed hereinabove at Item Nos. 9 to 11 are available on the website of the Company. The members desirous of receiving the hard copy of the revised Proxy Form, are requested to write to the Company or Link Intime.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM. Further, Scrutinizer appointed for the ensuing AGM will act as a Scrutinizer for the resolutions proposed in this Addendum to the Notice of AGM.

Explanatory Statement pursuant to section 102[1] of the Companies Act, 2013:

Item No. 9 and 10:

Mr. Ganesh N. Nayak [DIN-00017481], aged 62 years, has graduated with Bachelor of Science, MBA from Newport University, California, USA and has done General Management Programme from Harvard Business School, Boston, USA. He is the Chief Operating Officer and Executive Director of the Company. He spearheads the business of the Zydus Cadila Group, including its Joint Ventures and Alliances. Mr. Ganesh N. Nayak joined the Group in 1977. With experience of more than 40 years, he has contributed significantly to the growth of the Company over the years. The Company has successfully undertaken several expansion plans during his association. With strategic insight and business acumen, Mr. Ganesh N. Nayak has played a key role in several M&A deals and alliances. Strategic management skills, long standing expertise in sales and marketing and new insights from the Harvard Business School have catapulted Mr. Ganesh N. Nayak to the global league of marketing professionals.

The Board of Directors on recommendation of the Nomination and Remuneration Committee [NRC] at its meeting held on July 12, 2017 had appointed Mr. Ganesh N. Nayak as an Additional Director on the Board.

In terms of section 160 of the Act, the Company has received a Notice in writing from a member alongwith a deposit of Rs. 1,00,000/- signifying his intention to propose the candidature of Mr. Ganesh N. Nayak for the office of a Director, liable to retire by rotation. Mr. Ganesh N. Nayak has furnished his consent / declaration for his appointment as required under the Act and the Rules made thereunder.

Considering the vast experience and knowledge in the field of marketing and pharmaceutical business, and his strategic leadership and marketing acumen, it would be in the interest of the Company that Mr. Ganesh N. Nayak be appointed as a Director of the Company.

It is also proposed to appoint Mr. Ganesh N. Nayak as a Whole Time Director, to be designated as Chief Operating Officer and Executive Director, for a period of three years with effect from July 12, 2017. Mr. Nayak fulfills all the conditions prescribed in Part I of Schedule V of the Companies Act, 2013. Mr. Nayak, will be paid salary and perquisites in each financial year during the currency of his tenure of appointment based on his performance evaluation by the Nomination and Remuneration Committee to the Board of Directors, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Mr. Nayak shall be paid Minimum Remuneration in any financial year, where the profits of the Company are inadequate or the Company does not earn profits as provided in Part II of Schedule V of the Companies Act, 2013.

Your Directors recommend resolution Nos. 9 and 10 of the Addendum to the Notice, for the appointment of Mr. Ganesh N. Nayak [DIN-00017481] as an Additional Director and a Whole Time Director, to be designated as Chief Operating Officer and Executive Director and he shall be liable to retire by rotation, as set forth in this Addendum to the Notice of AGM.

Save and except Mr. Ganesh N. Nayak, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions at Item Nos. 9 and 10.

Item No. 11:

As per Item No. 5 of the Notice convening the AGM dated June 26, 2017, it is proposed for approval of members the re-appointment of Dr. Sharvil P. Patel as a Joint Managing Director.

The Board of Directors of the Company at its meeting held on July 12, 2017 approved the appointment of Dr. Sharvil P. Patel as the Managing Director of the Company, for a period of five years from April 1, 2017 till March 31, 2022. The other terms and conditions, including remuneration, for appointment of Dr. Sharvil P. Patel as Managing Director shall not change as proposed, in the Resolution No. 5 of the Notice convening the AGM dated June 26, 2017.

Your Directors recommend the appointment of Dr. Sharvil P. Patel [DIN-00131995] as a Managing Director.

Save and except Dr. Sharvil P. Patel and Mr. Pankaj R. Patel, who is father of Dr. Sharvil P. Patel, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 11.

For and on behalf of the Board of Directors

Place : Ahmedabad

Date : July 12, 2017

Cadila Healthcare Ltd.

Upen H. Shah
Company Secretary

Additional information on the Director being appointed, as required under regulation 36 of the SEBI [Listing Obligations and Disclosure Requirement] Regulations, 2015:

| Name of the Director | Mr. Ganesh N. Nayak | | | | | |
|---|--|--|---------------------|---------------|------------------------|---|
| Age | 62 years | | | | | |
| Date of Appointment on the Board | July 12, 2017 | | | | | |
| Brief resume and nature of expertise in functional areas | <p>Mr. Ganesh N. Nayak [DIN-00017481], aged 62 years, has graduated with Bachelor of Science, MBA from Newport University, California, USA and has done General Management Programme from Harvard Business School, Boston, USA. He is the Chief Operating Officer and Executive Director of the Company. He spearheads the business of the Zydus Cadila Group, including its Joint Ventures and Alliances. Mr. Ganesh N. Nayak joined the Group in 1977. With experience of more than 40 years, he has contributed significantly to the growth of the Company over the years. The Company has successfully undertaken several expansion plans during his association. With strategic insight and business acumen, Mr. Ganesh N. Nayak has played a key role in several M&A deals and alliances. Strategic management skills, long standing expertise in sales and marketing and new insights from the Harvard Business School have catapulted Mr. Ganesh N. Nayak to the global league of marketing professionals.</p> | | | | | |
| Relationship between Directors inter-se | None | | | | | |
| Name of the listed companies in which the person holds Directorships and memberships of Committees of the Board | <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Position held</th> </tr> </thead> <tbody> <tr> <td>Zydus Wellness Limited</td> <td>- Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee</td> </tr> </tbody> </table> | | Name of the Company | Position held | Zydus Wellness Limited | - Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee |
| Name of the Company | Position held | | | | | |
| Zydus Wellness Limited | - Director - Member–Audit Committee - Chairman–Stakeholders / Investors’ Relationship Committee | | | | | |
| Shareholding of Non-Executive Director | N.A. | | | | | |



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Name of the member (s) : _____

Registered address : _____

E-mail Id : _____

Folio / DP ID-Client ID No. : _____

I/We being the member(s) holding shares of the above named Company hereby appoint:

(1) Name:.....

Address:

E-mail ID:..... Signature:.....or failing him/her;

(2) Name:.....

Address:

E-mail ID:..... Signature:.....or failing him/her;

(3) Name:.....

Address:

E-mail ID:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Friday, August 11, 2017 at 1.00 p.m. at J B Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Particulars of Resolution | Optional | |
|---------|--|----------|---------|
| | | For | Against |
| | Ordinary Business: | | |
| 1. | Adoption of Financial Statements [including consolidated financial statements] for the year ended on March 31, 2017. | | |
| 2. | Confirmation of Interim Dividend declared and paid as a final dividend. | | |
| 3. | Re-appointment of Mr. Mukesh M. Patel, Director retiring by rotation. | | |
| 4. | Appointment of Statutory Auditors. | | |
| | Special Business: | | |
| 5. | Re-appointment of Dr. Sharvil P. Patel as a Joint Managing Director of the Company. | | |
| 6. | Ratification of remuneration to Cost Auditors. | | |
| 7. | Issue of securities through Qualified Institutional Placement / Foreign Currency Convertible Bonds, etc. | | |
| 8. | Issue of Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds. | | |
| 9. | Appointment of Mr. Ganesh N. Nayak as a Director liable to retire by rotation. | | |
| 10. | Appointment of Mr. Ganesh N. Nayak as a Whole Time Director, to be designated as Chief Operating Officer and Executive Director. | | |
| 11. | Appointment of Dr. Sharvil P. Patel as a Managing Director of the Company. | | |

Signed this day of 2017

Signature of member

Signature of Proxy holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Second Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.