

1st March, 2019

BSE Limited

1st Floor, New Trading Wing,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
Mumbai- 400001

National Stock Exchange of India Ltd.,

Exchange Plaza, 5th Floor,
Plot No.C/1, G.Block
Bandra-Kurla Complex, Bandra (E)
Mumbai- 400 051

Dear Sir / Madam,

Ref: BSE Scrip code: 532979
NSE Symbol: PIRPHYTO

Sub: Intimation of publication of Notice of the Meeting of the Equity Shareholders of Piramal Phytocare Limited convened pursuant to the direction of the National Company Law Tribunal

This is in furtherance to our letter dated 27th February, 2019 and in accordance with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copies of Notice published on 1st March, 2019 in Newspapers viz. Business Standard and Navshakti, intimating about the Meeting of Equity Shareholders convened pursuant to the directions of the National Company Law Tribunal, Mumbai Bench.

Kindly take the above on record.

Yours faithfully,

For Piramal Phytocare Limited


Maneesha Sharma
Company Secretary

Encl.: a/a

Piramal Phytocare Limited

CIN : L73100MH2001PLC132523

Registered Office: Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, India

Secretarial Dept: Ground Floor, B Block, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai, Maharashtra 400070, India

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piramalphytocare.com



PIRAMAL PHYTOCARE LIMITED

CIN: L73100MH2001PLC132523

Registered Office: Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.

Phone: (91 22) 3802 3083; Fax: (91 22) 3802 3084

Website: www.piramalphytocare.com; Email Id: complianceofficer.ppl@piramal.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. 1648 OF 2018

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other related provisions and Rules made thereof;

AND

In the matter of Scheme of Amalgamation of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders.

PIRAMAL PHYTOCARE LIMITED

Company incorporated under the Companies Act,

1956, having its registered office at Piramal Tower,

Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013

..... Applicant Company/

Transferor Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS

NOTICE is hereby given that by an Order dated 14th February, 2019, the Mumbai Bench of the Hon'ble National Company Law Tribunal ('NCLT') has directed that a Meeting to be held of the Equity Shareholders of the Applicant Company ('the Meeting') for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between the Applicant Company and Piramal Enterprises Limited ('Transferee Company') and their respective shareholders ('the Scheme').

In pursuance of the said Order and as directed therein further, Notice is hereby given that a Meeting of Equity Shareholders of the Applicant Company will be held at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 on Tuesday, 2nd day of April, 2019 at 2.30 p.m. at which time and place the said Equity Shareholders are requested to attend.

Copies of the Scheme, the Explanatory Statement under Section 230 of the Companies Act, 2013 ('the Act') can be obtained free of cost at the Registered Office of the Applicant Company or the Corporate Office i.e. Piramal Ananta, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai - 400 070 or at the office of its Advocates, at Dhaval Vussonji & Associates, Advocates & Solicitors, 113-114, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai - 400021 between 11:00 a.m. to 4:00 p.m., on any working day (except Saturdays, Sundays and Public Holidays). Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company not later than 48 hours before the Meeting.

Forms of Proxy can be obtained from the Registered Office of the Company or the Corporate Office.

The Tribunal has appointed Mr. Gautam Doshi, Director of the Applicant Company or failing him Mr. N.L. Bhatia, Director of the Applicant Company or failing him Mr. Rajesh Laddha, Director of the Applicant Company as Chairperson of the said Meeting. The above mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

Further notice is hereby given to the Equity Shareholders of the Applicant Company (which includes the Public Shareholder of the Applicant Company) that as per the provisions of Sections 108, 110 read with Sections 230 and 232 of the Act read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018, both issued by the Securities and Exchange Board of India ('SEBI Circulars'), the Applicant Company has provided the facility to the Equity Shareholders to cast their votes either by Postal Ballot or through Remote E-voting facility arranged by National Securities Depository Limited ('NSDL') prior to the Meeting. In addition to Remote E-voting and Postal Ballot, the Applicant Company has also provided the facility of voting through Ballot paper at the venue. In this regard the shareholders may note that:

1. In accordance with the provision of the Sections 230 to 232 of the Act, the Scheme shall be acted upon only if majority in number representing three fourth in value of such Equity Shareholders of the Applicant Company, Voting in person or by Proxy or by Postal Ballot or Remote E-voting, agree to Scheme. Further in accordance to the SEBI Circular, the Scheme shall be acted upon if the number of votes casted by the Public Shareholder in favor of scheme is more than number of votes casted against the Scheme.
2. The Equity Shareholders of the Applicant Company whose names are appearing in the Register of Members of the Applicant Company/list of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited as on the close of business hours on Friday, 22nd February, 2019, being the cut-off date, shall be eligible to attend and vote at the Meeting of the Equity Shareholders of the Company or cast their votes using Remote E-voting facility or Postal Ballot. The voting rights of shareholders shall be in proportion to their shares in the paid up Equity Share Capital of the Applicant Company as on this cut-off date.
3. The Applicant Company has on Thursday, 28th February, 2019, completed the dispatch of Notice of the Meeting alongwith the Postal Ballot Form and Business Reply Envelope amongst others, to all the Equity Shareholders of the Applicant Company as on the cut-off date by permitted modes. The said documents have also been sent in electronic mode to those Equity Shareholders whose email addresses are registered with the Applicant Company or Depository Participants.
4. The Notice of the Meeting along with Annexure is available on the website of the Applicant Company (www.piramalphytocare.com), NSDL (<https://www.evoting.nsdl.com>), BSE Limited ('BSE') (www.bseindia.com) and National Stock Exchange of India Limited ('NSE') (www.nseindia.com).
5. The Remote E-voting will commence at 9.00 a.m. on Sunday, 3rd March, 2019 and end at 5.00 p.m. on Monday, 1st April, 2019. The E-voting module shall be disabled by NSDL for voting after 5.00 pm on Monday, 1st April, 2019 and equity shareholders will not be allowed to vote electronically beyond the said date and time.
6. Fully completed and signed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on Monday, 1st April, 2019. The Postal Ballot Forms received after the said date and time shall not be considered and shall be taken as if the reply from the Equity Shareholder has not been received.
7. The Tribunal has appointed Mr. Ainesh Jethwa, (Membership No.: - ACS 27990, CP No.: 19650), Proprietor of Ainesh Jethwa & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot or at the Meeting in a fair and transparent manner.
8. Any Equity Shareholder who has not received Postal Ballot Form, can download the said Form from the Applicant Company's website www.piramalphytocare.com or obtain a duplicate Postal Ballot Form, by writing to complianceofficer.ppl@piramal.com.
9. Equity Shareholder can opt for any one mode of voting i.e. either through Remote E-Voting or Postal Ballot or Voting at the Meeting. In case any Equity Shareholder casts the vote both via Postal Ballot and Remote E-voting, the voting done through Remote E-voting shall prevail. Equity Shareholders who have cast their votes through Remote E-voting or Postal Ballot may attend the Meeting but shall not be entitled to cast their vote again.
10. In case of any queries/grievance you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders is available in the download section of www.evoting.nsdl.com, or call on the toll-free no.: 1800-222-990, or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address: pallavid@nsdl.co.in or evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Applicant Company's website (www.piramalphytocare.com) and on the website of NSDL (<https://www.evoting.nsdl.com>) within 48 hours of the conclusion of the Meeting and shall be communicated to Stock Exchanges viz. BSE and NSE.

Mumbai
28th February, 2019

Gautam Doshi
DIN: 00004612
Chairman appointed for the Meeting

