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'Zydus Tower',
Satellite Cross Roads,
Ahmedabad 380 015. India.
Phone : +91-79-2686 8100 (20 Lines)
Fax : +91-79-2686 2368
www.zyduscadila.com
CIN:L24230GJ1995PLC025878

<p>Bombay Stock Exchange Limited 1st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u></p>	<p>National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u></p>
<p>Kind Attn.: Mr. Sanjay Golecha / Mr. Gopalkrishnan</p>	<p>Kind Attn.: Famroze Pochara Asst. Vice President</p>
<p>Date: July 9, 2016</p>	
<p>Re.: Cut-off date for e-voting</p>	

Dear Sir / Madam,

The Company has informed on May 13, 2016 the closure of Register of Members from July 25, 2016 to August 3, 2016 (both days inclusive) for the Annual General Meeting [AGM] for the financial year ended on March 31, 2016.

Further, we would like to inform that the Company has fixed July 27, 2016 as the Cut-off date for the purpose of offering of e-voting facility to the members and to vote at the venue of AGM on Poll in respect of the businesses to be transacted at the 21st Annual General Meeting scheduled to be held on Wednesday, the August 3, 2016 at 11.00 a.m.

Members holding shares as on the cut-off date will be entitled to exercise their voting rights electronically or at the venue of the AGM. We attach herewith a copy of the Notice for the perusal of your good office.

Kindly take a note of the above.

Thanking you,

Yours faithfully,

FOR CADILA HEALTHCARE LIMITED,



UPEN H. SHAH
COMPANY SECRETARY



Copy to:

1. Central Depository Services [India] Limited
2. Link Intime India Private Limited
The Registrar and Share Transfer Agent
3. Mr. D. D. Sanghavi, Practising Company Secretary

CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

Email: investorgrievance@zyduscadila.com Website: www.zyduscadila.com

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

Notice

Notice is hereby given that the Twenty first Annual General Meeting of the members of the Company will be held on Wednesday, August 3, 2016 at 11.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the year ended on March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of Rs. 3.20 per equity share of Rs. 1/- each as a final dividend for the year 2015-16.
3. To appoint a Director in place of Dr. Sharvil P. Patel [DIN 00131995], who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s Mukesh M. Shah & Co., Chartered Accountants [Firm Registration No. 106625W] as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. 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 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 modifications or re-enactment thereof) and Article 89 of Articles of Association of the Company, consent of the members be and is hereby accorded to the re-appointment of Mr. Pankaj R. Patel [DIN-00131852] as Executive Chairman and Managing Director [Designated as "Chairman and Managing Director"] of the Company for a period of five years with effect from September 1, 2016 to August 31, 2021 and payment of salary, commission 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 re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pankaj R. Patel.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pankaj R. Patel, shall not exceed the overall ceiling of the total managerial remuneration as provided under 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 inadequate profits, the Chairman and Managing Director will be paid 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 Chairman and 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 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 tenure of re-appointment of the Chairman and Managing 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 to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT pursuant to provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule V and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Apurva S. Diwanji (DIN 00032072), who was appointed as an Additional Director pursuant to provisions of section 161[1] of the Companies Act, 2013 and Article 67 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149[6] of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from May 13, 2016 to May 12, 2021."

7. 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 197 of the Companies Act, 2013 [Act] [including any statutory modification(s) or re-enactment thereof for the time being in force] and Article No. 76 of the Articles of Association of the Company, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid and distributed amongst the Directors other than the Managing Director, Deputy Managing Director or any Whole Time Director of the Company or some or any of them in such amounts or proportion and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five years commencing from April 1, 2016 upto and including financial year of the company ending on March 31, 2021, provided that the commission to all of the Directors aforesaid shall not exceed in aggregate Rs. 30 million in any financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Director(s) for attending the meetings of the Board of Directors or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

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

"RESOLVED THAT pursuant to provisions of section 148[3] and other applicable provisions, if any, of the Companies Act, 2013, and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 1.20 mio plus applicable service tax and out of pocket expenses at actuals for the financial year ended on March 31, 2017 to M/s. Dalwadi & Associates, Cost Accountants, who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to Drugs and Pharmaceuticals manufactured by the Company for the financial year 2016-17."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier Special Resolution passed by the members through Postal Ballot on May 20, 2015 and pursuant to the provisions of sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("2013 Act") to the extent notified and in effect, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any modification(s) or re-enactment(s) thereof, for the time being in force) and other Rules made thereunder, and applicable provisions, if any, of the Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon the notification of the 2013 Act) (collectively, the "Companies Act") (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA 20 Regulations"), as amended or restated and the FEMA (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended or restated ("FEMA 120 Regulations"), the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated ("FCCB Scheme"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,

2008 as amended or restated ("Listing of Debt Securities Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or restated ("Listing Obligations Regulations") and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, and subject to all the necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("SEBI"), the Ministry of Finance (Foreign Investment Promotion Board/Department of Economic Affairs) and Ministry of Commerce & Industry (Department of Industrial Policy and Promotion/Secretariat for Industrial Assistance), all other ministries, departments or other authorities of the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Stock Exchanges and/or any other competent authorities, and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, SEBI, the Stock Exchanges and/or any other competent authorities from time to time, and the enabling provisions of the Memorandum and Articles of Association of Cadila Healthcare Limited (the "Company"), the Listing Agreements entered into by the Company with the Stock Exchanges, where the Company's equity shares of face value of Rs. 1 each (the "Equity Shares") are listed, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted) with or without a green shoe option, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Non-Convertible Debentures with or without warrants, Fully Convertible Debentures and/or Optionally Convertible Debentures or any other financial instruments convertible into or linked to Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (hereinafter collectively referred to as the "Securities") or any combination of Securities in one or more tranches and/or in one or more series (with different tenures), whether rupee denominated or denominated in foreign currency, to any eligible person as permissible under applicable law including Qualified Institutional Buyers, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Foreign Institutional Investors, Venture Capital Funds, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, Foreign Portfolio Investors, Mutual Funds, stabilizing agents and/or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, for an aggregate amount upto Rs. 10,000 Crores (Rupees Ten Thousand Crores only) or its equivalent in Indian rupees or one or more foreign currencies, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of section 62 of the 2013 Act and other applicable provisions, if any, of the Companies Act, including the applicable rules made thereunder, the provisions of Chapter VIII of the ICDR Regulations, Listing of Debt Securities Regulations, Listing Obligations Regulations, FEMA, FEMA 20 Regulations, FEMA 120 Regulations, and other applicable laws, the Board may, at its absolute discretion, issue, offer and allot Equity Shares, Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with or without warrants or any securities which are convertible into or exchangeable with Equity Shares (collectively referred to as "Securities") of an aggregate amount up to Rs. 10,000 Crores (Rupees Ten Thousand Crores Only) or its equivalent in Indian rupees or one or more foreign currencies, inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the ICDR Regulations) pursuant to a Qualified Institutions Placement, as provided under Chapter VIII of the ICDR Regulations and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, and the price so determined as per Regulation 85 of the ICDR Regulations shall not be less than the price determined in accordance with the pricing formula provided therein.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company (whether, immediately on or after a designated date and in any event within 60 (sixty) months from the date of allotment in accordance with the ICDR Regulations) are issued along with Non-Convertible Debentures to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be either:

- (a) the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the issue of such convertible securities and/or warrants simultaneously with Non-Convertible Debentures; or
- (b) the date on which the holders of such convertible securities/warrants become entitled to apply for the Equity Shares, as the Board may decide and specify in the placement document/s, and such price as determined in accordance with Regulation 85 of the ICDR Regulations shall not be less than the price determined as per the pricing formula provided therein.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI ICDR Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price as may be determined pursuant to the Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and other applicable pricing provisions issued by the Ministry of Finance, and the price so determined shall be in accordance with the pricing formula provided under Clause 5 of the FCCB Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements and to accept all such changes/modifications as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of securities including but not limited to making any applications, etc. to concerned regulatory and governmental authorities, if required, finalization and approval for the preliminary as well as placement document or offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, including creation of mortgage/hypothecation/charge over all the immovable and/or moveable properties of the Company, wherever situate, both present and future and on the whole or in a part of the undertaking of the Company as per the provisions of section 180 (1) (a) of the Companies Act, which inter-alia includes the existing mortgage/hypothecation/charge or which it may create in future in favour of any public financial institutions, banks, mutual funds, bodies corporate, etc. to secure any facilities/financial assistance including any other monies which may be payable to them and incidental to such facilities so availed and to execute such documents or writing as may be considered necessary or proper, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the existing as well as future creation of hypothecation/mortgage/charge both for securing any facilities it may avail including for issue of any related securities as a condition of the issue of the said securities as also for securing the said securities as may be required either on pari passu basis or otherwise.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of Securities in international offering may have all or any term or combination of terms in accordance with the international practice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such arrangements/agreements with any Lead Managers/Underwriters/Guarantors/Depository(ies)/Custodians/Registrar/Advisors and all such agencies as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instrumentations of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets.

RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets

and/or at the place of issue of the Securities in international markets and shall be governed by English or American law or any other law as may be decided by the Board as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the mode and the terms of issue and to allot such number of Equity Shares/Securities as may be required to be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above as may be necessary in accordance with the terms of offering and all such shares to rank pari passu with the existing Equity Shares of the Company in all respects, excepting such rights as to dividend as may be provided under the terms of issue and in the offer document.

RESOLVED FURTHER THAT subject to necessary approvals, consents, permissions, the Board be and is hereby authorised to convert the Global Depositary Receipts/Foreign Currency Convertible Bonds into ADRs or any other permitted Securities and list at NASDAQ/NYSE or in any other overseas Stock Exchanges.

RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorized and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more Stock Exchange(s) inside or outside India) and under the forms and practices prevalent in the international market for Securities listing and trading, in the stock/securities exchange so that the convertible securities or ADRs and/or GDRs are registered or listed.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, including filing of offer document with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts."

10. 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 42 and other applicable provisions, if any, of the Companies Act, 2013 [the Act] read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 on Private Placement of securities and Regulations 19 to 22 of the Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008 read with schedule-I thereof [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer and invite subscription for the Secured Redeemable Non-Convertible Debentures ["Bonds"], to the extent of INR 35000 mio [Rupees Thirty Five Thousand Millions], in one or more tranches, during the current financial year ending on March 31, 2017, through private placement in conformity with rules, regulations and enactments as applicable from time to time subject to the total borrowing of the Company not exceeding the borrowing powers approved by the shareholders under section 180 (1) (c) of the Act and to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to the face value, issue price, issue size, timing, amount, security, coupon/interest rate(s), yield, listing, allotment and other terms and conditions as they may, in their absolute discretion, deem necessary.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto to give effect to this resolution."

By order of the Board of Directors

Place: Ahmedabad
Date : May 13, 2016

Upen H. Shah
Company Secretary

NOTES:

1. The Explanatory Statements pursuant to provisions of section 102 of the Companies Act, 2013, in respect of the business under items 5 to 10 of the Notice are annexed hereto.
2. The Register of Members and Share Transfer Books will be closed from Monday, July 25, 2016 to Wednesday, August 3, 2016 [both days inclusive].
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 10 a.m. on Monday, August 1, 2016. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority together with specimen signature, as applicable.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company at its Registered Office, a certified copy of Board Resolution/authorization document authorising their representative to attend and vote on their behalf at the Meeting.
5. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund [IEPF] on the respective dates mentioned there against pursuant to provisions of section 205(C) of the Companies Act, 1956 and provisions of section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

Accounting year ended	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
March 31, 2009	July 29, 2009	90%	August 4, 2016
March 31, 2010	July 27, 2010	100%	August 2, 2017
March 31, 2011	July 19, 2011	125%	July 25, 2018
March 31, 2012	August 8, 2012	150%	August 11, 2019
March 31, 2013	May 30, 2013	150%@	June 15, 2020
March 31, 2014	July 30, 2014	180%	August 4, 2021
March 31, 2015	August 12, 2015	240%	August 17, 2022
March 31, 2016	March 8, 2016	320%@	March 13, 2023

@ Interim dividend

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with the Companies] Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the Twentieth Annual General Meeting held on August 12, 2015 on its website – www.zyduscadila.com and on the website of Ministry of Corporate Affairs www.mca.gov.in

6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agent of the Company viz., M/s. Link Intime (India) Private Limited [Link Intime] [Unit: Cadila Healthcare Limited], 303, 3rd Floor, Shoppers Plaza 5, Near Government Society, Opp. Municipal Market, Behind Shoppers Plaza II, Off. C. G. Road, Navrangpura, Ahmedabad - 380 009, changes, if any, in their registered address along with pin code number and relevant evidences. Members holding shares in electronic form shall update such details with their respective Depository Participant. The Company has appointed Link Intime as Registrar and Transfer Agent of the Company in place of Sharepro Services (India) Private Limited.
7. The information of the Director[s] seeking re-appointment/appointment at the ensuing Annual General Meeting is provided at Annexure – A to this Notice as prescribed under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

8. Notice of the Twenty first Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email Ids are registered with the Company or Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Twenty First Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
9. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**

Members may also note that the Notice of the Twenty First Annual General Meeting and the Annual Report will also be available on the Company's website www.zyduscadila.com for their download. 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 by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id investorgrievance@zyduscadila.com

10. **E-Voting [voting through electronic means]:**

The business as set out in the Notice may be transacted through electronic voting system. In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the members to cast their votes from a place other than venue of the AGM [remote e-voting]. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the shareholders.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The Notice will be displayed on the website of the Company www.zyduscadila.com and on the website of CDSL.

The Members who have casted their vote by remote e-voting prior to AGM may also attend the AGM, 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 Wednesday, July 27, 2016 i.e. the date prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report 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.

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The remote e-voting period commences at 9:00 a.m. on Sunday, July 31, 2016 and ends at 5:00 p.m. on Tuesday, August 2, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 27, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the remote e-voting website www.evotingindia.com
- (iii) Click on Shareholders - Login,
- (iv) 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; and
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income tax Department [applicable for both, shareholders holding shares in demat mode and shareholders 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the respective 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for CADILA HEALTHCARE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes casted by clicking on "Click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the login password then he should enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, 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

Contact Details:

Name: Mr. Mehboob Lakhani

Designation: Assistant Manager

Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 18002005533

A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the Meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Company has appointed Mr. D. D. Sanghavi, Practicing Company Secretary [Membership No. FCS-3229], to act as the Scrutinizer for conducting the 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 at the Meeting 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 CDSL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.

Request to the members:

1. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance of the date of Annual General Meeting at its Registered Office, so as to enable the Company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

CADILA HEALTHCARE LIMITED

[CIN L24230GJ1995PLC025878]

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

Email: investorgrievance@zyduscadila.com Website: www.zyduscadila.com

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

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

The following statement sets out all material facts relating to the business under items 5 to 10 of the accompanying notice dated May 13, 2016.

In respect of item No. 5

Mr. Pankaj R. Patel and his family are the promoters of the Company. His present five years term as the Managing Director of the Company expires on August 31, 2016. Mr. Pankaj Patel has been in the office as the Managing Director since September 1, 1996. During his tenure, the Company has made remarkable progress in all the spheres of business, both in domestic and international markets. He comes out as force to reckon with in pharmaceutical industry. The image of the Company in the global market as well as for all stakeholders has enhanced many folds over his twenty years of leadership. The Company has reported all around progress year after year under the leadership of Mr. Pankaj Patel. The presence of the Company, which was initially limited to domestic markets only, has now spread in more than 50 countries worldwide. With an experience spanning over 40 years in the Pharmaceutical Industry, Mr. Patel combines both research and techno-commercial expertise. He has published over 100 research papers in peer reviewed journals and is a co-inventor of more than 64 patents.

Mr. Patel has been the guiding force behind Company's fast track growth. Under his leadership, recently the group bagged the India Pharma Overall Excellence Award and Indian Pharma Innovation of the year award from the Government of India.

In recognition of his contribution to the healthcare industry in India, Mr. Patel was conferred the Leadership in Drug Discovery and Development Award from the South Asian Chapter of American College of Clinical Pharmacology, the Acharya PC Ray Memorial Gold Medal Award and the Eminent Pharmacist Award. In January, 2014, Mr. Patel was conferred the India Innovator Award 2013 at the India Business Leaders Awards instituted by CNBC. For his entrepreneurial vision, Mr. Patel was awarded the Ernst & Young Entrepreneur of the Year Award in the Life Science category.

Mr. Patel is actively involved in various educational institutions and is on the advisory committee and academic councils of several educational institutions.

Mr. Patel is currently the Senior Vice President of the Federation of Indian Chamber of Commerce and Industry [FICCI]. He was recently named as the Interim Chairman of the Indian Institute of Management [IIM], Ahmedabad. He is the Chairman of the Board of Governors and Society, IIM, Udaipur. He is the Chairperson of the Board of Governors of IIT, Bhubaneswar. Mr. Patel is also currently on the Governing Board of the Ahmedabad University, Chairman of School of Life Sciences, Ahmedabad University and a Member of the Board of Management of the Narsee Monjee Institute of Management Studies. He is also a Member on the Governing Board of the Gujarat Law Society and Nirma University.

Mr. Patel is the Executive Chairman, Vice President and the Trustee of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute, a Regional Cancer Centre and one of the largest cancer centers of India, reaching out to the needy and underprivileged cancer patients.

The Company will continue availing the benefits of the able, experienced and visionary Managing Director to achieve new heights of success in the years to come. It is therefore proposed to re-appoint Mr. Patel as the Managing Director of the Company for a further period of five years from September 1, 2016 on the prevailing terms and conditions, including payment of remuneration, as may be determined by the Board of Directors, which shall be within the limits prescribed under the provisions of the Companies Act, 2013 read with Schedule V as set out in the resolution and draft agreement.

The draft of an agreement proposed to be entered between the Company and Managing Director is available for inspection by the members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day upto the date of Annual General Meeting. It will also be available at the venue of the meeting for inspection by any member. Mr. Pankaj R. Patel satisfies all the conditions as set out in Part - I of Schedule V to the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Pankaj R. Patel, his son Dr. Sharvil P. Patel and their relatives is concerned or interested in the passing of the resolution.

The Board recommends the resolution for the approval by the Members.

In respect of item No. 6

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 13, 2016 appointed Mr. Apurva S. Diwanji [DIN-00032072] as an Additional Director on the Board of the Company pursuant to section 161(1) of the Companies Act, 2013 [Act]. Mr. Diwanji holds office upto the date of the ensuing Annual General Meeting. A notice under section 160(1) of the Act has been received from a Member along with a deposit of Rs. 1/- Lac proposing the candidature of Mr. Diwanji as an Independent Director of the Company.

Mr. Diwanji, aged 47 years has completed his law degree from Downing College, Cambridge University, UK and after working in UK with two international law firms, he returned to India to join M/s Desai & Diwanji, Advocates, Solicitors and Notaries. He is currently a partner with M/s. Desai & Diwanji and is based in Mumbai. He also has an economics degree from St. Xavier's College, University of Bombay.

In terms of provisions of section 149 of the Act, and Regulation 16(1)(b) of the Listing Regulations, 2015, Mr. Diwanji is eligible for appointment as an Independent Director. The Company has received a declaration from Mr. Diwanji that he meets with criteria of independence as prescribed under section 149(6) of the Act.

In the opinion of the Board, Mr. Diwanji fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director and is independent of the management. The copy of the letter for appointment of Mr. Diwanji as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Diwanji as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Diwanji as an Independent Director, for the approval by the Members of the Company.

Save and except Mr. Diwanji, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 6.

This explanatory statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

In respect of item No. 7

The Members of the Company at the 18th Annual General Meeting held on September 30, 2013 approved by way of Special Resolution under section 309 of the Companies Act, 1956, the payment of commission to the Non-Executive Directors of the Company, within the maximum limit of 1% of net profits of the company, calculated in accordance with the provisions of the Companies Act, 1956, subject to maximum in aggregate of Rs. 15 million for each financial year for a period of five years commencing from March 31, 2014.

The Independent Directors play a significant role in the growth of the Company and taking into account the role and responsibilities of the Directors, it is proposed that the Directors other than Managing Director, Deputy Managing Director or any Whole Time Director be paid remuneration in accordance with the provisions of section 197 of the Companies Act, 2013 [Act] for an amount not exceeding one percent of the net profits of the Company computed in accordance with the provisions of section 198 of the Act, subject to maximum limit of Rs.30 millions in aggregate for each financial year for five years from the financial year ending on March 31, 2017 upto and including financial year of the company ending as on March 31, 2021. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors for each financial year and subject to such other applicable requirements under the Act. Within the ceiling approved by the members, the Board will decide and pay the commission to each of the Independent Directors. This remuneration shall be in addition to the fee payable to the Directors for attending the meetings of the Board of Directors or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors, and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the passing of the resolution at item No. 7 of the Notice.

All the Directors of the Company except Managing Director and Deputy Managing Director are concerned or interested in this resolution. The Managing Director, Deputy Managing Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution at item No. 7 of the Notice.

In respect of item No. 8

In accordance with the provisions of section 148 of the Companies Act, 2013 [Act] and the Companies [Audit and Auditors] Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to Drugs and Pharmaceuticals manufactured by the Company.

On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s. Dalwadi & Associates, Cost Accountants [Registration Number 000338] as the Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2016-2017, at a remuneration of Rs. 1.20 mio plus service tax and out of pocket expenses.

M/s. Dalwadi & Associates, Cost Accountants have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company. As per the provisions of section 148(3) of the Act, read with the Rules, the remuneration payable to the Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. Your Directors recommend the passing of this resolution by the shareholders.

In respect of item No. 9

The Members of the Company approved the Special Resolution by way of Postal Ballot dated May 20, 2015, and authorised the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and/or Global Depository Receipts ["GDRs"] and/or American Depository Receipts ["ADRs"] and/or Convertible Bonds/Debentures or any equity linked instruments ["Securities"] as may be appropriate, from persons who may or may not be the existing shareholders, through private placement and/or Qualified Institutional Placement ["QIP"] and/or any other permitted modes at a price to be determined as per the SEBI [Issue of Capital and Disclosure Requirement] Regulations or as per other applicable rules and regulations, to the extent of Rs. 10,000/- Crores [Rupees Ten Thousand Crores Only] in Indian Rupees and/or an equivalent amount in any foreign currency under section 62 read with section 179 of the Act and other applicable laws. While no specific instruments of Securities have been identified at this stage, the Board may opt for one or more appropriate instrument(s) in the best interest of the Company. Such issue shall be subject to the provisions of the Act and Rules made thereunder, Articles of Association of the Company, Securities and Exchange Board of India [Issue of Capital & Disclosure Requirement] Regulations and other applicable laws.

The Company has received an approval of FIPB for the issue of securities upto Rs. 5,000 Crores (Rupees Five Thousand Crore only) pursuant to resolution passed by the members through Postal Ballot process as aforesaid. However, the validity of the Special Resolution passed above shall be only one year, by which the Company was required to issue and allot the securities as envisaged in the aforesaid resolution. Though, the Company is not required to approach FIPB once again for any issue of securities upto Rs. 5,000 Crores, but needs to pass a fresh special resolution by the members.

The Company has been pursuing, both organic process and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have requisite enabling approvals in place for meeting the fund requirements of its organic and inorganic growth, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective actions to capitalize on the opportunities, as and when available.

The requirement of funds is proposed to be met both from equity and debt issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost.

Pursuant to the provisions of section 62(1) of the Companies Act, 2013 [hereinafter referred to as "the Act"] and Rules made thereunder, in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through a Special Resolution is required.

Pursuant to the provisions of section 42 and 62 of the Act read with Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Equity Shares is required to obtain prior approval of the shareholders by way of a Special Resolution. If approved by the shareholders, QIP shall be completed within one year from the date of passing of Special Resolution.

Since the QIP issue was not completed within one year from the date of the passing of Special Resolution, it is proposed to obtain the consent of the members once again.

In view of the above, it is proposed to seek approval from the shareholders of the Company by way of Special Resolution to offer, create, issue and allot Equity Shares, in one or more tranches, to investors inter alia through QIP by way of private placement and to authorize the Board of Directors [including any Committee thereof authorized for the purpose] to do all such acts, deeds and things in the matter.

The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

The resolutions contained in Item No. 9 of the accompanying Notice, accordingly, seek shareholders' approval through Special Resolution for raising funds as above through issue of Securities in one or more tranches and authorizing Board of Directors [including any Committee thereof authorized for the purpose] of the Company to complete all the formalities in connection with the issuance of Securities.

Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding in the Company.

In respect of item No. 10

Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014 prescribed, inter alia, under section 42 of the Companies Act, 2013 deals with the private placement of securities by a Company. It provides that in case of an offer or invitation to subscribe for Non-Convertible Debentures on private placement, the Company shall obtain previous approval of its members by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes including inorganic growth opportunities, the Company may offer or invite for subscription Secured Redeemable Non-Convertible Debentures, in one or more series or tranches on a private placement.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite for subscription Non-Convertible Debentures, as may be required by the Company, from time to time during the current financial year ending on March 31, 2017.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 10 of the Notice by the Members.

By order of the Board of Directors

Place: Ahmedabad
Date : May 13, 2016

Upen H. Shah
Company Secretary

Annexure – A

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(Pursuant to regulation 36 (3) of the Listing Regulations)

Name of the Director	Mr. Pankaj R. Patel	Mr. Apurva S. Diwanji	Dr. Sharvil P. Patel
Age	64 years	47 years	38 years
Date of Appointment on the Board	May 15, 1995	May 13, 2016	August 1, 1997
Brief resume and nature of expertise in functional areas	<p>Mr. Pankaj Patel, M. Pharm., spearheads Zydus Cadila, one of India's leading pharmaceutical groups and a global healthcare Company with operations in more than 50 countries worldwide. With an experience spanning over 35 years in the Indian pharmaceutical industry, Mr. Patel combines both research and techno-commercial expertise. He has published over 100 research papers in peer reviewed journals and is a co-inventor of more than 64 patents.</p> <p>Mr. Pankaj Patel has been the guiding force behind Zydus' fast tracked growth. From a turnover of Rs. 250 Crores in 1995, the group posted revenues of over Rs. 9838 Crores on a consolidated basis in FY 15-16.</p> <p>In recognition of his contributions to the healthcare industry in India, recently Mr. Pankaj Patel was conferred the Leadership in Drug discovery and development Award from the South Asian Chapter of American College of Clinical Pharmacology, the Acharya PC Ray Memorial Gold Medal Award and the Eminent Pharmacist Award. In January 2014, Mr. Patel was conferred the India Innovator Award 2013 at the India Business Leaders Awards instituted by CNBC. For his entrepreneurial vision, Mr. Patel was awarded the Ernst & Young Entrepreneur of the Year Award in the Life Sciences category.</p>	<p>Mr. Apurva Diwanji completed his law degree from Downing College, Cambridge University, UK and after working in UK with two international law firms, he returned to India to join M/s. Desai & Diwanji, Advocates, Solicitors and Notaries. He is currently a partner with M/s. Desai & Diwanji and is based in Mumbai. He also has an Economics degree from St. Xavier's College, University of Bombay.</p>	<p>Dr. Sharvil P. Patel having specialization in Chemical and Pharmaceutical Sciences from University of Sunderland, U.K. and doctorate for his research work in Breast Cancer at John Hopkins, Bayview Medical Centre, USA. Dr. Patel combines both Pharma and research expertise. Dr. Patel is associated with the Company since 1997 and has contributed a lot in aligning the business and research goals of Zydus group and under his leadership jointly with the Managing Director the group has achieved sales over \$1 bn in 2010-11. It is his dream to make the Company a research – based pharmaceutical company by 2020. Dr. Patel is closely associated with the Yi (Young Indians), a leadership forum initiated by the Confederation of Indian Industry which integrates young professionals from various walks of life for the developmental initiatives in the areas of economy, education, healthcare and environment. Dr. Sharvil Patel has also brought in a new dimension to the Consumer business, giving it much larger positioning in the wellness domain.</p>

Name of the Director	Mr. Pankaj R. Patel	Apurva S. Diwanji	Dr. Sharvil P. Patel
Brief resume and nature of expertise in functional areas	<p>With a firm belief that the right approach to education makes all the difference in shaping future citizens and professionals in a country, Mr. Pankaj Patel is actively involved in various educational institutions and is on the advisory committees and academic councils of several educational institutions.</p> <p>Mr. Patel is the Chairperson of the Board of Governors of the Indian Institute of Science Education and Research [IISER], Kolkata. Mr. Patel is currently the Vice President of the Federation of Indian Chamber of Commerce & Industry (FICCI). He is also a Member of the Board of Governors and also the Chairman of the Finance Committee of the Indian Institute of Management, Ahmedabad. Mr. Patel is also currently on the Governing Board of the Ahmedabad University, Chairman of School of Life Sciences, Ahmedabad University and a Member of the Board of Management of the Narsee Monjee Institute of Management Studies.</p> <p>Mr. Pankaj Patel has also officiated as the President of the apex Pharma body – the Indian Pharmaceutical Alliance. He is the Executive Chairman, Vice President and Trustee of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute, a Regional Cancer Centre and one of the largest cancer centers of India, reaching out to the needy and underprivileged cancer patients.</p>		Zydus Wellness Limited is creating several novel experiences for the consumers under the leadership of Dr. Sharvil Patel.
Relationship between Directors inter-se	Mr. Pankaj R. Patel, Chairman and Managing Director is father of Dr. Sharvil P. Patel, Deputy Managing Director.	NIL	Dr. Sharvil P. Patel, Deputy Managing Director is son of Mr. Pankaj R. Patel, Chairman and Managing Director.
Name of the listed companies in which the person also holds Directorships and membership of committees of the Board	<p>Other Directorships :</p> <p>1. Torrent Power Limited</p> <p>Committees:</p> <p>Stakeholders' Relationship committee - Chairman</p>	<p>Other Directorships :</p> <p>NIL</p> <p>Committees:</p> <p>NIL</p>	<p>Other Directorships :</p> <p>1. Zydus Wellness Limited</p> <p>Committees:</p> <p>NIL</p>
Shareholding of Non-Executive Directors	N.A.	NIL	N.A.

ATTENDANCE SLIP**CADILA HEALTHCARE LIMITED**

[CIN:L24230GJ1995PLC025878]

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

Email: investorsgrievances@zyduscadila.com Website: www.zyduscadila.com

Phone: +91 268 68 100 [20 Lines] Fax +91 268 62 365

TWENTY FIRST ANNUAL GENERAL MEETING

2016

I/We hereby record my/our presence at the Twenty First Annual General Meeting of the Company at J. B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on August 3, 2016 at 11.00 a.m.

Member's Folio/DP ID-Client ID No.

Member's/Proxy's name in Block

Member's/Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form are sent in the permitted mode(s) to all members whose email address is not registered or have requested for a hard copy.

PROXY FORM

CADILA HEALTHCARE LIMITED

[CIN:L24230GJ1995PLC025878]

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

Email: investorsgrievance@zyduscadila.com Website: www.zyduscadila.com

Phone: +91 268 68 100, Fax +91 268 62 365

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 First Annual General Meeting of the Company, to be held on Wednesday, the August 3, 2016 at 11.00 a.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, 2016.		
2.	Confirmation of Interim Dividend declared and paid as final dividend.		
3.	Reappointment of Dr. Sharvil P. Patel, Deputy Managing Director retiring by rotation.		
4.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		

Sr. No.	Particulars of Resolution	Optional	
		For	Against
Special Business:			
5.	Re-appointment of Mr. Pankaj R. Patel as Chairman and Managing Director of the Company.		
6.	Appointment of Mr. Apurva S. Diwanji as an Independent Director of the Company.		
7.	Payment of commission to Directors other than Managing Director, Deputy Managing Director or Whole time Director.		
8.	Ratification of remuneration to Cost Auditors.		
9.	Issue of securities through Qualified Institutional Placement/Foreign Currency Convertible Bonds, etc.		
10.	Issue of Secured/Unsecured Redeemable Non-convertible Debentures/Bonds.		

Signed this day of 2016

Signature of shareholder

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 First 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.