

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U51900GJ1989PLC079501

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG1985Q

(ii) (a) Name of the company

ZYDUS HEALTHCARE LIMITED

(b) Registered office address

Zydus Corporate Park,Scheme No. 63, Survey No. 536
Khoraj(Gandhinagar),Nr. Vaishnodevi Circle,
Ahmedabad
Ahmedabad
Gujarat
382421

(c) *e-mail ID of the company

sanjayd.gupta@zyduslife.com

(d) *Telephone number with STD code

07948040000

(e) Website

(iii) Date of Incorporation

02/08/1989

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY***Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ZYDUS LIFESCIENCES LIMITED	L24230GJ1995PLC025878	Holding	100
2	GERMAN REMEDIES PHARMAC	U24230GJ2010PTC063425	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,100,000	2,161,742	2,161,742	2,161,742
Total amount of equity shares (in Rupees)	310,000,000	216,174,200	216,174,200	216,174,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	3,100,000	2,161,742	2,161,742	2,161,742
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	310,000,000	216,174,200	216,174,200	216,174,200

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	138,500,000	0	0	0
Total amount of preference shares (in rupees)	13,670,000,000	0	0	0

Number of classes

3

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARE CAPITAL				
Number of preference shares	2,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	20,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% Redeemable Non-cumulative preference shares				
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	30,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% Optionally Convertible Non Cumulative Redeem				
Number of preference shares	136,200,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	13,620,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,161,742	0	2161742	216,174,200	216,174,200	
Increase during the year	0	2,161,734	2161734	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify during the year 2161734 equity shares were dema	0	2,161,734	2161734			
Decrease during the year	2,161,734	0	2161734	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify during the year 2161734 equity shares were dema	2,161,734	0	2161734			
At the end of the year	8	2,161,734	2161742	216,174,200	216,174,200	
Preference shares						
At the beginning of the year	100,650,000	0	100650000	10,065,000	10,065,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	

iii. Others, specify				0	0	
NIL						
Decrease during the year	100,650,000	0	100650000	10,065,000,	10,065,000	0
i. Redemption of shares	100,650,000	0	100650000	10,065,000,	10,065,000	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0JGU01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
---	--

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

34,312,000,000

(ii) Net worth of the Company

45,271,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,161,730	100	0	
10.	Others	0	0	0	
	Total	2,161,742	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others N.A.	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHARVIL P. PATEL	00131995	Director	2	
HARISH SADANA	00026483	Managing Director	0	
NITIN D. PAREKH	00155570	Director	2	
DEEVYESH J. RADIA	00297736	Director	0	
Dr. BHAVANA DOSHI	02067636	Director	0	
DHARMISHTA N. RAVA	02792246	Director	0	
N.V. CHALAPATHI RAO	AAUPN8999H	CFO	0	
SANJAY KUMAR GUPTA	AIRPG1984E	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANIL MATAI	03122685	Managing Director	30/06/2021	Cessation as MD
HARISH SADANA	00026483	Managing Director	01/07/2021	APPOINTMENT AS MD

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	05/08/2021	7	6	85.71

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2021	6	6	100
2	01/07/2021	5	5	100
3	05/08/2021	6	6	100
4	20/09/2021	6	6	100
5	20/10/2021	6	6	100
6	01/02/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	13/05/2021	3	3	100
2	AUDIT COMM	05/08/2021	3	3	100
3	AUDIT COMM	28/10/2021	3	3	100
4	AUDIT COMM	01/02/2022	3	3	100
5	CSR COMMIT	13/05/2021	3	3	100
6	CSR COMMIT	05/08/2021	2	2	100
7	CSR COMMIT	28/10/2021	3	3	100
8	NRC COMMIT	13/05/2021	4	4	100
9	NRC COMMIT	30/06/2021	4	3	75
10	INDEPENDEN	01/02/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	05/08/2022
								(Y/N/NA)
1	SHARVIL P. P	6	6	100	13	13	100	Yes
2	HARISH SADANA	4	4	100	8	1	12.5	No
3	NITIN D. PAR	6	6	100	6	6	100	Yes
4	DEEVYESH J	6	6	100	7	7	100	Yes
5	Dr. BHAVANA	6	6	100	10	9	90	No
6	DHARMISHTA	6	6	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL MATAI	MANAGING DIR	28,772,000	0	0	0	28,772,000
2	HARISH SADANA	MANAGING DIR	48,052,000	0	0	0	48,052,000
	Total		76,824,000	0	0	0	76,824,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N.V. CHALAPATHI	CHIEF FINANCE	15,811,000	0	0	0	15,811,000
2	SANJAY KUMAR G	COMPANY SEC	2,628,000	0	0	0	2,628,000
	Total		18,439,000	0	0	0	18,439,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHARVIL P. PATEL	NON-EXECUTIVE	0	0	0	550,000	550,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	NITIN D. PAREKH	NON-EXECUTIVE	0	0	0	600,000	600,000
3	DEEVYESH J. RADHAKRISHNAN	INDEPENDENT	0	500,000	0	650,000	1,150,000
4	BHAVANA DOSHI	INDEPENDENT	0	500,000	0	750,000	1,250,000
5	DHARMISHTA N. RAO	INDEPENDENT	0	500,000	0	350,000	850,000
	Total		0	1,500,000	0	2,900,000	4,400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ASHISH DOSHI

Whether associate or fellow

Associate Fellow

Certificate of practice number

2356

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

HARISH
RAJENDRA
SADANA
Digitally signed by
HARISH RAJENDRA
SADANA
Date: 2022.09.06
09:25:59 +05'30'

DIN of the director

00026483

To be digitally signed by

SANJAY
KUMAR
GUPTA
Digitally signed by
SANJAY KUMAR
GUPTA
Date: 2022.09.06
09:26:54 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

19462

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders - ZHL 31 03 2022.pdf
Details Board and Committee meeting 31 0
Signed Form MGT - 8 ZHL.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**SHAREHOLDING PATTERN AS ON
MARCH 31, 2022**

1. Equity Shares of Rs. 100/- each

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Shareholding
1	Zydus Lifesciences Limited (formerly known as Cadila Healthcare Limited)	21,61,730	100.00
2	Mrs. Pritiben P. Patel	2*	-
3	Mrs. Shivani P. Patel	2*	-
4	Dr. Sharvil P. Patel	2*	-
5	Mr. Pankaj R. Patel	2*	-
6	Mr. Nitin D. Parekh	2*	-
7.	Mr. Chimanlal P. Patel	2*	-
	TOTAL	21,61,742	100.00

* Held as a nominee of Zydus Lifesciences Limited (formerly known as Cadila Healthcare Limited).

Date: 31 03, 2022

Place: Ahmedabad

2021-22

ATTENDANCE BOARD MEETING

Sr. No.	Name of the Director	13.05.2021	01.07.2021	05.08.2021	20.09.2021	28.10.2021	01.02.2022
1	Dr. Sharvil P. Patel	Y	Y	Y	Y	Y	Y
2	Mr. Anil Matai	Y	N.A.	N.A.	N.A.	N.A.	N.A.
3	Mr. Nitin D. Parekh	Y	Y	Y	Y	Y	Y
4	Mr. Deevyesh J. Radia	Y	Y	Y	Y	Y	Y
5	Dr. Bhavana Doshi	Y	Y	Y	Y	Y	Y
6	Ms. Dharmishta N. Raval	Y	Y	Y	Y	Y	Y
7	Mr. Harish Sadana	N.A.	N.A.	Y	Y	Y	Y

2021-22

ATTENDANCE AUDIT COMMITTEE MEETING

Sr. No.	Name of the Director	13.05.2021	05.08.2021	28.10.2021	01.02.2022	
1	Mr. Nitin D. Parekh	Y	Y	Y	Y	
2	Mr. Deevyesh J. Radia	Y	Y	Y	Y	
3	Dr. Bhavana Doshi	Y	Y	Y	Y	

2021-22

ATTENDANCE CSR COMMITTEE MEETING

Sr. No.	Name of the Director	13.05.2021	05.08.2021	01.02.2022	
1	Dr. Sharvil P. Patel	Y	Y	Y	
2	Mr. Anil Matai	Y	N.A.	N.A.	
3	Dr. Bhavana Doshi	Y	Y	Y	
4	Mr. Harish Sadana	N.A.	N.A.	Y	

2021-22

ATTENDANCE NRC COMMITTEE MEETING

Sr. No.	Name of the Director	13.05.2021	30.06.2021	
1	Dr. Sharvil P. Patel	Y	Y	
2	Mr. Nitin D. Parekh	Y	Y	
3	Mr. Deevyesh J. Radia	Y	Y	
4	Dr. Bhavana Doshi	Y	A	

2021 - 22

ATTENDANCE OF THE SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

Sr. No.	Name of the Director	01.02.2022	
1	Mr. Deevyesh J. Radia	Y	
2	Dr. Bhavana Doshi	Y	
3	Ms. Dharmishta N. Raval	Y	

ATTENDANCE - FINANCE AND ADMINISTRATION COMMITTEE:

Sr. No.	Name of the Director	21.06.2021	11.08.2021	29.10.2021	03.12.2021	07.01.2022	27.01.2022	21.03.2022
1	Dr. Sharvil P. Patel	Y	Y	Y	Y	Y	Y	Y
2	Mr. Nitin D. Parekh	Y	Y	Y	Y	Y	Y	Y
3	Mr. Anil Matai	N	NA	NA	NA	NA	NA	NA
4	Mr. Harish Sadana	NA	N	N	N	N	N	N

SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

Form No. MGT 8

[Pursuant to section 92 (2) of the companies Act, 2013 and rule 11 (2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Zydus Healthcare Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under on test check basis for the financial year ended on **31st March, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within the prescribed time with or without additional fees as the case may be,
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proceedings including the circular resolutions, if any, have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. there was no instance of closure of Register of Members / Security holders, during the year.
 6. there were no transactions falling under the provisions of section 185 of The Act relating to advances/loans to its directors and/or persons or firms or companies referred in said section;

*Off/1, Anison Complex, 3rd Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura,
Ahmedabad-380 009 Ph : 079-26421414, 26421555, e-mail : csdoshiac@gmail.com M : 098250 64740*



SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

Zydus Healthcare Limited

7. Contracts/arrangements with related parties as specified in section 188 of the Act were as per details in Note No. 39 of Notes to Accounts in audited accounts of the company. We were given to understand that all related party transactions were on arm's length basis which were approved by Audit committee as well as Board of Directors in terms of applicable provisions of The Companies Act 2013;
8. there were no instances of issue or allotment or buy back of securities/ redemption of debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the year, however, during the year under review, the Company has redeemed 1006,50,000, 8% Optional Convertible Non-Cumulative Preference Shares of Rs.100/- each on August 11, 2021 by following due process of law.
9. There were no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year.
10. During the under review, the Company has not declared any Dividend to the Preference Shareholders as well as to Equity Shareholders of the Company and hence there was no instance of transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However, during the year under review, Mr. Anil Matai ceased to be the Director as well as the Managing Director on attaining the age of superannuation and Mr. Harish R. Sadana has been appointed as the Managing Director of the Company for a period of five years w.e.f. July 1, 2021;
13. The company has complied with provisions relating to appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act and auditors were appointed for a period of five years in earlier Annual General Meeting and therefore there was no instance of appointment of auditors during the year;
14. there were no instance of obtaining approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Companies Act, 2013;
15. there was no instance of acceptance/ renewal/ repayment of deposits;

*Tf/1, Anison Complex, 3rd Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura,
Ahmedabad-380 009 Ph : 079-26421414, 26421555, e-mail: csdoshiac@gmail.com M : 098250 64740*



SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

Zydus Healthcare Limited

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, were within the borrowing limits;
17. As per audited balance sheet there were transactions of loans and investment with its subsidiary company in compliance with the provisions of section 186 (4) of The Act as reported in Note No. 40. However there were no instance of giving loans and investments or guarantees or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act wherever applicable;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company however there were no instance of alteration of Memorandum and articles during the year;

We further state that during the process of verification, which was done on test basis, We have adopted practices and processes as were appropriate to obtain reasonable assurance about the compliance with the applicable provisions of the Companies Act, 2013 and our opinion is based on the method adopted for verification. However, maintenance of secretarial records and compliance with the applicable provisions of the Companies Act, 2013 and rules made there under is the responsibility of the management of the company as per The Companies Act, 2013

Place: Ahmedabad
Date: 10th August, 2022



Signature:

Name of practicing C S: Ashish C. Doshi,
PARTNER

SPANJ & ASSOCIATES

Company Secretaries

ACS/FCS No.: F3544

C P No.: 2356

P R No.: 702/2020

UDIN: F003544D000772611