

PIRAMAL ENTERPRISES LIMITED

CIN: L24110MH1947PLC005719

Registered Office: Piramal Ananta, Agastya Corporate Park, Opposite Fire Brigade,

Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070 **Tel No.:** (91 22) 3802 3000/4000 **Fax No.:** (91 22) 3802 3084

 $\textbf{Website}: \underline{www.piramal.com} \ \textbf{E-mail ID}: \underline{complianceofficer.pel@piramal.com}$

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("**Meeting**") of the shareholders ("**Members**") of Piramal Enterprises Limited ("**Company**") will be held on Thursday, February 13, 2020 at 10.00 a.m. at Walchand Hirachand Hall, Indian Merchants' Chambers Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following special business:-

Item No. 1 - Divestment of Healthcare Insights and Analytics Business

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 179(1) and Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the provisions of the Memorandum of Association and the Articles of Association of the Company, and in accordance with the Foreign Exchange Management Act, 1999, as amended and the applicable rules and regulations made thereunder, including the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, as amended, and subject to other applicable rules, regulations, directions, and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Government of India, BSE Limited and National Stock Exchange of India Limited and / or any other competent authorities, from time to time, to the extent applicable, the consent of the shareholders of the Company ("Members"), be and is hereby accorded by way of special resolution for divestment of the entire healthcare insights and analytics business ("Business") by way of sale of the entire shareholding held in the following manner:

- (i) direct shareholding of the Company in DRG Holdco Inc., a company incorporated under the laws of the State of Delaware, USA (i.e. 1.62%) and DRG Analytics & Insights Private Limited, a company incorporated under the laws of India ("DRG India") (i.e. 71.59%);
- (ii) Indirect shareholding of the Company in DRG Holdco Inc., Decision Resources Group UK Limited, DRG Singapore Pte. Limited, Millennium Research Group Inc. and their respective underlying subsidiaries, through PEL-DRG Dutch Holdco B.V., step-down wholly owned subsidiary of the Company incorporated under the laws of Netherlands; and
- (iii) Indirect shareholding of the Company in DRG India, through Piramal Consumer Products Private Limited, a wholly owned subsidiary of the Company incorporated under the laws of India (i.e. 28.41%);

to Clarivate Analytics Plc, a body corporate organized pursuant to the laws of Jersey and whose securities are listed on the New York Stock Exchange, and its affiliates ("Acquirers"), for an aggregate consideration of USD 950 Million (US Dollar Nine Hundred and Fifty Million only) ("Proposed Transaction"), of which, USD 900 Million (US Dollar Nine Hundred Million only) would be received at the time of closing of the Proposed Transaction and USD 50 Million (US Dollar Fifty Million only) would be received at the end of 12 months from the time of closing of the Proposed Transaction, in the manner and on the terms recorded in share purchase agreements between the parties;

RESOLVED FURTHER THAT the Board of Directors (including its duly empowered Committee constituted/ to be constituted by it to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things in this connection and incidental to the Proposed Transaction, including filing of any documents or information, as may be considered necessary to give effect to this resolution, including to resolve and settle all

questions, difficulties or doubts that may arise in regard to the Proposed Transaction, as may be considered necessary, without being required to seek any further consent or approval of the Members to this end."

By order of the Board of Directors For Piramal Enterprises Limited

January 17, 2020 Mumbai Bipin Singh Company Secretary ACS No.: A11777

NOTES:

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act is annexed hereto.
- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
 - A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or Member.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
- 4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5. Members/Proxies/Authorised Representatives are requested to bring the duly completed attendance slip to the Meeting.
- 6. Relevant documents referred to in the Notice and Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m., upto the date of the Meeting and also at the venue during the Meeting.
- 7. The Notice of this Meeting is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Notice. For Members who have not registered their e-mail addresses, physical copies of the said Notice are being sent by the permitted mode. Members may note that the said Notice will also be available on the Company's website i.e. www.piramal.com.
- 8. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Reports, Notices, etc. from the Company electronically.
- 9. Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, the Member may submit the same in Form No. SH-14. Both these forms are available on the website of the Company under the section, 'Shareholder Services'. Members are requested to avail this facility.
- 10. Route map giving directions to reach the venue of the Meeting is given at the end of the Notice.

11. Voting through electronic means

- I. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide its Members the facility to exercise their right to vote on resolution set forth in this Notice by electronic means and has engaged the services of National Securities Depository Limited ("NSDL") to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting"). Members may cast their votes through remote e-voting by logging on to the e-voting website of NSDL at https://www.evoting.nsdl.com.
- II. The remote e-voting period commences on Monday, February 10, 2020 (9.00 a.m. IST) and ends on Wednesday, February 12, 2020 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- III. Members holding shares either in physical form or in dematerialized form, as on the close of business on Thursday, February 6, 2020, being the cut-off date, are entitled to vote on the resolution set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or piramal.irc@linkintime.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- V. Mr. N.L. Bhatia, Practising Company Secretary (Membership No. FCS 1176) has been appointed as the Scrutinizer to scrutinize the remote e-voting and the voting process at the Meeting in a fair and transparent manner.
- VI. The instructions for remote e-voting are as under:

Step 1: Logging - in to NSDL e-Voting system:

- 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
- 2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' Section.
- 3. A new screen will open. Kindly enter your User ID, your Password and the Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you may log-in at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you may proceed to Step 2 i.e. Cast your vote electronically.

4. User ID details are given below:

Manner of holding shares i.e. Demat [NSDL or Central Depository Services Limited ("CDSL")] or Physical			
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******	
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12*********** then your user ID is 12************************************	
c)	For Members holding shares in Physical Form.	EVEN (E-voting Event Number) followed by Folio Number registered with the Company For example if folio number is 001*** and	
		folio number is 001*** and EVEN is 101456 then user ID is 10	

- 5. Password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your
 - b) If you are using NSDL e-Voting system for the first time, kindly retrieve the 'initial password' which was communicated to you. Upon retrieval of your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Kindly trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case a Member receives physical copy of the Notice of the Meeting [for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

Initial password is provided in the below mentioned format at the bottom of the Attendance Slip for the Meeting:

EVEN	USER ID	PASSWORD/PIN
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- 6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to retrieve the password by aforesaid two options, kindly send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, kindly tick on Agree to 'Terms and Conditions' by selecting the check box.
- 8. Thereafter, kindly click on 'Login' button upon which the e-Voting home page will open.

Step 2: Casting your vote electronically:

- 1. On the Home page of e-Voting, click on e-Voting. Then, click on Active Voting Cycles.
- 2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- Select 'EVEN' of the Company.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- 6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- 7. You may also print the details of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to navnitlb@nlba.in with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Alternatively, you may contact Mrs. Pallavi Mhatre, Manager on 91 22 2499 4600 or may write to her at TradeWorld, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.
- 12. The facility for voting, either through electronic voting system or ballot paper, shall also be made available at the venue of the Meeting and the Members attending the Meeting, who have not already cast their vote by remote e-voting, may exercise their voting rights at the Meeting. Members who have already cast their vote by remote e-voting prior to the Meeting may attend the Meeting and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the Meeting. A Member can vote either by remote e-voting or at the Meeting. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the Meeting shall be considered invalid.
- 13. The Scrutinizer shall within 48 hours of the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the Meeting ("Chairman") or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.
- 14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.piramal.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

The following explanatory statement sets out the material facts relating to the business under Item No. 1 of the accompanying Notice dated January 17, 2020:

Item No. 1:

As you are aware, the healthcare insights & analytics business ("Healthcare Insights and Analytics Business") is carried out primarily through Decision Resources Group ("DRG") which was acquired in 2012. The Healthcare Insights and Analytics Business has evolved from being a provider of syndicated market research reports into a diversified data and analytics business, offering healthcare analytics, data and insight products and services to various pharmaceutical, biotech and medical technology companies, enabling them to make informed business decisions.

The Healthcare Insights and Analytics Business is conducted through the following Indian and overseas subsidiaries of the Company:

(i) Overseas subsidiaries:

- (a) DRG Holdco Inc. ("DRG Holdco"), a company incorporated under the laws of the State of Delaware, USA wherein PEL-DRG Dutch Holdco B.V. ("PEL-DRG Holdco") (the Company's step-down wholly owned subsidiary incorporated under the laws of Netherlands) and the Company hold 98.38% and 1.62% of the share capital of DRG Holdco respectively;
- (b) Decision Resources Group UK Limited ("**DRG UK**"), DRG Singapore Pte. Limited ("**DRG Singapore**") and Millennium Research Group Inc. ("**Millennium**"), wholly owned subsidiaries of PEL-DRG Holdco;
- (c) Sigmatic Ltd. ("Sigmatic"), wholly owned subsidiary of DRG UK;
- (d) Sharp Insight Ltd. and Decision Resources Japan K.K., wholly owned subsidiaries of Sigmatic;
- (e) Decision Resources Inc. ("DRI"), wholly owned subsidiary of DRG Holdco; and
- (f) Decision Resources International Inc., DR/ Decision Resources LLC, DRG UK Holdco Ltd. and Decision Resources Group Asia Ltd., wholly owned subsidiaries of DRI

(collectively, "Overseas Subsidiaries");

(ii) Indian subsidiary:

DRG Analytics & Insight Private Limited ("**DRG India**"), a company incorporated under the laws of India wherein the Company and Piramal Consumer Products Private Limited ("**PCPPL**"), wholly owned subsidiary of the Company incorporated under the laws of India hold 71.59% and 28.41% of the share capital of DRG India respectively.

The Company is proposing to divest the Healthcare Insights and Analytics Business, through sale of the Company's shareholding in DRG Holdco and DRG India, sale by PEL-DRG Holdco of its entire stake in the Overseas Subsidiaries and sale by PCPPL of its shareholding in DRG India to Clarivate Analytics Plc, a body corporate organized pursuant to the laws of Jersey and whose securities are listed on the New York Stock Exchange, and its affiliates ("Acquirers"), for an aggregate consideration of USD 950 Million (US Dollar Nine Hundred and Fifty Million only) ("Proposed Transaction"), of which, USD 900 Million (US Dollar Nine Hundred Million only) would be received at the time of closing of the Proposed Transaction and USD 50 Million (US Dollar Fifty Million only) would be received at the end of 12 months from the time of closing of the Proposed Transaction in the manner and on the terms recorded in share purchase agreements between the parties.

Section 180(1)(a) of the Companies Act, 2013 ("Companies Act") provides that a company shall not, except with the consent of the members by way of a special resolution, sell, lease, or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company. The approval of the shareholders of the Company pursuant to Section 180(1)(a) of the Companies Act, is being sought for divesting the Healthcare Insights and Analytics Business pursuant to the Proposed Transaction.

The Board of Directors ("Board") is of the opinion that the Proposed Transaction demonstrates the Management's continued commitment to create sustained long term value for all stakeholders. The Board believes that along with the ongoing equity capital raise in the Company, this transaction will further strengthen the Company's balance sheet and also mark another step towards significantly unlocking value in future.

The Audit & Risk Management Committee of the Company ("Audit Committee") and the Board at their respective meetings held on January 17, 2020 have considered the Proposed Transaction. Both, the Audit Committee and the Board, considered the terms and conditions of the Proposed Transaction and concluded the proposal to be fair and reasonable and in the best interests of the Company and its shareholders. Hence, the Board recommends the resolution proposed at Item No. 1, for your approval by way of a special resolution.

Additionally, the promoters of the Company propose to enter into a voting agreement, whereby the promoters will agree to vote in favour of the Proposed Transaction at the Meeting ("Voting Agreement").

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives is concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, and their obligations under the Voting Agreement, if any.

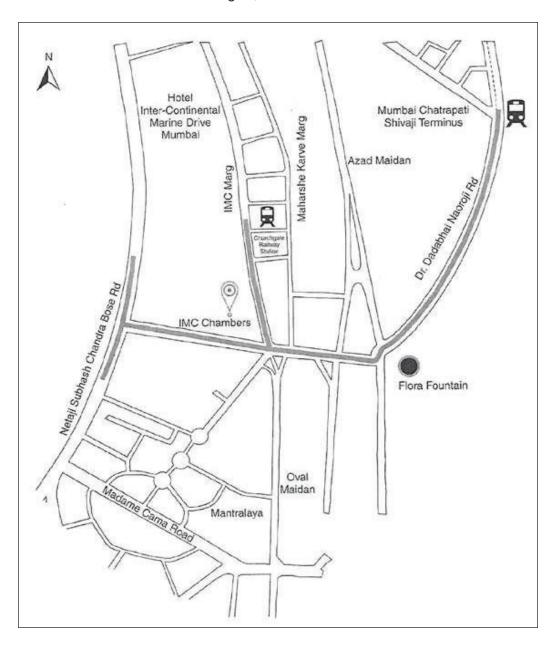
By order of the Board of Directors For Piramal Enterprises Limited

January 17, 2020 Mumbai Bipin Singh Company Secretary ACS No.: A11777

ROUTE MAP

Venue:

Walchand Hirachand Hall, Indian Merchants' Chambers Building, 4th Floor, IMC Marg, Churchgate, Mumbai - 400 020.





PIRAMAL ENTERPRISES LIMITED

CIN: L24110MH1947PLC005719

Registered Office: Piramal Ananta, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070 Tel No.: (91 22) 3802 3000/4000 Fax No.: (91 22) 3802 3084

Website: www.piramal.com E-mail ID: complianceofficer.pel@piramal.com

Share Transfer Agent: Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Membe	er(s) :					
Registered Address	:					
E-mail ID	:					
Folio No./ Client ID	:			DP ID	:	
/We, being the mer nereby appoint	nber(s) holding			share	es of the above r	named Company,
E-mail ID:			Signatu	re:		or failing him/her
E-mail ID:			Signatu	re:		or failing him/her
E-mail ID:				re:		
Walchand Hirachan February 13, 2020 a	d Hall, Indian Merchan and at any adjournmen	oll) for me/us and on my/our be ts' Chambers Building, 4 th Floor t thereof in respect of such reso n the manner as indicated in th	, IMC Marg, Church plution as indicated	gate, Mumbai – 4		•
Sr. No.		Resolution		For	Against	Abstain
1. Divestme	ent of Healthcare Insig	hts and Analytics Business.				
Signed this	day of		2020.		Signature	Affix Revenue Stamp
						-
Signature of	first proxy holder	Signature of second proxy	holder	Signature of third	proxy holder	

^{**} This is only optional. Please put a ' $\sqrt{\ }$ ' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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. A proxy need not be a member of the Company.
- 3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
- 4. A person can act as proxy on behalf of such number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- 5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- 6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7. Please affix Revenue Stamp before putting Signature.
- 8. All alterations made in the proxy form should be fully signed.
- 9. In case of multiple proxies, the proxy later in time shall be accepted.

PIRAMAL ENTERPRISES LIMITED

CIN: L24110MH1947PLC005719



Registered Office: Piramal Ananta, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070

Tel No.: (91 22) 3802 3000/4000 Fax No.: (91 22) 3802 3084

Website: www.piramal.com E-mail ID: complianceofficer.pel@piramal.com

Share Transfer Agent: Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held at Walchand Hirachand Hall, Indian Merchants' Chambers Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400 020 at 10:00 a.m. on Thursday, February 13, 2020.

DP ID*		Folio No.					
Client ID*		No. of Shares					
Name and Address of the Shareholder(s)						
If Shareholder(s), please sign here							
		of Proxy	Signature				
* Applicable for shareholders holding share	s in electronic form.						
Note:							
Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue. ELECTRONIC VOTING PARTICULARS							
EVEN (E-voting Event Number)	USEF	R ID	PASSWORD/PIN				
112742							

If you are already registered with NSDL for e-voting, then use your existing user ID and password for casting your vote.