

**Consolidated Report of Scrutinizer**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xii) of**  
**The Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
Of the 24<sup>th</sup> Annual General Meeting (AGM) of  
CADILA HEALTHCARE LIMITED  
Held on 9<sup>th</sup> August, 2019 at 10.00 a.m.  
At J B Auditorium, Ahmedabad Management Association,  
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Cadila Healthcare Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the remote e-voting & also the electronic ballot voting at the 24<sup>th</sup> Annual General meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 24<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 2019 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the reports generated from the e-voting system provided by M/s Central Depository Services (India) Limited (“CDSL”) in respect of electronic ballot votes cast at the venue of 24<sup>th</sup> AGM and on the reports generated from the remote e-voting system



provided by the CDSL, the authorized agency to provide remote e-voting facilities as appointed by the Company in respect of remote electronic votes.



3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

I. The remote e-voting period remained open from Tuesday, 6<sup>th</sup> August, 2019 (9.00 a.m.) to Thursday, 8<sup>th</sup> August, 2019 (5.00 p.m.).

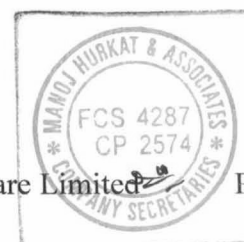
II. The Members of the Company as on “cut off” date i.e. 2<sup>nd</sup> August, 2019 were entitled to vote on the resolutions stated in the Notice of the 24<sup>th</sup> Annual General Meeting. The paid up capital as on cut-off date was Rs. 102,37,42,600 divided into 102,37,42,600 Equity share of Rs. 1/- each.

III. The votes casted were subsequently unblocked by me on 9<sup>th</sup> August, 2019 at 11.20 a.m. (after counting of votes cast at the AGM venue) in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

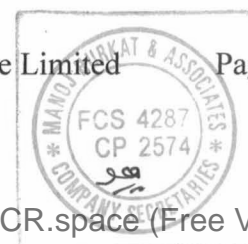
Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram society, Nana Chiloda, Ahmedabad-382345	
02.	Hilery Mashrani Parmihall, 46/B, Yogeshwar Park Society, 80 ft. Road, Surendranagar - 363001	

IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

V. The electronic votes which were incomplete and/or which were otherwise found defective were required to be treated as invalid and considered separately



- VI. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.
- B. For Electronic ballot voting facility provided at the AGM:
- I. The Company has appointed CDSL to also provide electronic ballot voting facility through tabs on all the item nos. 1 to 7 on the agenda at the end of discussion on all the resolutions at the AGM venue.
- II. The electronic voting facility at the AGM venue was provided to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
- III. After ensuring that all the members who desire to cast their vote through electronic voting facility at AGM Venue, have exercised their right to vote at the AGM and after seeking permission from the Chairman of the 24<sup>th</sup> Annual General Meeting, the voting process was declared as completed.
- IV. The electronic votes cast by the shareholders at the AGM venue were subsequently accessed by me and the electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- V. The electronic votes which were incomplete and/or which were otherwise found defective have been treated as invalid and considered separately. Moreover, electronic votes of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.
- VI. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting at AGM venue, were prepared based on report generated from the e-voting system of CDSL.
4. Based on such scrutiny of the Remote E-voting & Polling process, the result of the voting is as under:



**(a) Resolution 1:**

**Ordinary Resolution to receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the year ended on March 31, 2019 and the reports of the Board of Directors and the Auditors thereon:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	338	915329226	100.00
E-voting (AGM venue)	33	67681	100.00
Total	371	915396907	100.00

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	7	3572	Negligible
E-voting (AGM venue)	Nil	Nil	Nil
Total	7	3572	Negligible

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(b) Resolution No. 2:**

**Ordinary Resolution for declaration of dividend for the financial year ended on 31<sup>st</sup> March, 2019:**

**(i) Voted in favour of the resolution:**

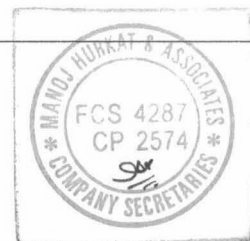
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	345	920308111	100.00
E-voting (AGM venue)	33	67681	100.00
Total	378	920375792	100.00

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	5	1027	Negligible
E-voting (AGM venue)	Nil	Nil	Nil
Total	5	1027	Negligible

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(c) Resolution No. 3:**

**Ordinary Resolution to Appoint a Director in place of Mr. Mukesh M. Patel (DIN: 00053892) as a Director, who retires by rotation and being eligible, offers himself for re-appointment:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	307	891712692	99.64
E-voting (AGM venue)	33	67681	100.00
Total	340	891780373	99.64

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	25	3178865	0.36
E-voting (AGM venue)	Nil	Nil	Nil
Total	25	3178865	0.36

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(d) Resolution No. 4:**

**Ordinary Resolution for appointment of Mr. Bhadresh K. Shah (DIN: 00058177) as an Independent Director of the Company:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	314	894253851	99.93
E-voting (AGM venue)	33	67681	100.00
Total	347	894321532	99.93

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	18	637706	0.07
E-voting (AGM venue)	Nil	Nil	Nil
Total	18	637706	0.07

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(e) Resolution No. 5:**

**Special Resolution to re-appoint Ms. Dharmishtaben N. Raval (DIN: 02792246) as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	314	894779428	99.99
E-voting (AGM venue)	33	67681	100.00
Total	347	894847109	99.99

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	18	112129	0.01
E-voting (AGM venue)	Nil	Nil	Nil
Total	18	112129	0.01

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil





**(f) Resolution No.6:**

**Ordinary Resolution for ratification of remuneration of the Cost Auditors:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	336	920305009	100.00
E-voting (AGM venue)	33	67681	100.00
Total	369	920372690	100.00

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	13	4054	Negligible
E-voting (AGM venue)	Nil	Nil	Nil
Total	13	4054	Negligible

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(f) Resolution No.7:**

**Special Resolution for shifting of the Registered Office of the Company:**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	337	920286946	100.00
E-voting (AGM venue)	33	67681	100.00
Total	370	920354627	100.00

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	13	22192	Negligible
E-voting (AGM venue)	Nil	Nil	Nil
Total	13	22192	Negligible

**(iii) Invalid Votes:**

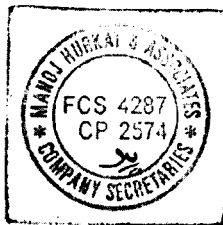
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote )	Nil	Nil	Nil
E-voting (AGM venue)	Nil	Nil	Nil
Total	Nil	Nil	Nil



5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “Invalid” for each resolution and also resolutions received from corporate shareholders etc. Will be returned for safe keeping by our separate letter to the Company.
6. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Ahmedabad  
Date: 9<sup>th</sup> August, 2019



Yours faithfully,

Signature of the Scrutinizer  
[CS MANOJ HURKAT]

Countersigned by:

For, CADILA HEALTHCARE LIMITED



Chairman/Authorised Signatory