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| Bombay Stock Exchange Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u> Code: 532321 | National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u> Symbol: Cadilahc |
| Date: August 11, 2021 | |
| Re.: Proceedings of the Twenty Sixth Annual General Meeting of the Company | |

Dear Sir / Madam,

Please find enclosed the proceedings of the Twenty Sixth Annual General Meeting of the Company held today i.e. August 11, 2021, pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find the same in order.

Thanking you,

Yours faithfully,
For, **CADILA HEALTHCARE LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above

Proceedings of the Twenty Sixth Annual General Meeting ("AGM") of Cadila Healthcare Limited held on Wednesday, August 11, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10:50 a.m.

Following Directors / Key Managerial Personnel / Auditors of the Company attended the AGM through VC / OAVM:

- | | | |
|-----|-------------------------|--|
| 1. | Mr. Pankaj R. Patel | Chairman |
| 2. | Mr. Nitin R. Desai | Independent Director and Chairperson of Audit Committee and Nomination and Remuneration Committee |
| 3. | Mr. Mukesh M. Patel | Non-Executive Director and Chairperson of Stakeholders' / Investors' Relationship Committee |
| 4. | Ms. Dharmishta N. Raval | Independent Director |
| 5. | Mr. Apurva S. Diwanji | Independent Director |
| 6. | Mr. Bhadresh K. Shah | Independent Director |
| 7. | Dr. Sharvil P. Patel | Managing Director |
| 8. | Mr. Ganesh N. Nayak | Executive Director |
| 9. | Mr. Nitin D. Parekh | Chief Financial Officer |
| 10. | Mr. Dhaval N. Soni | Company Secretary |
| 11. | Mr. Rajesh Hiranandani | Partner-Deloitte Haskins & Sells LLP, Statutory Auditors |
| 12. | Mr. Manoj Hurkat | Secretarial Auditor and Scrutinizer appointed for Submitting his report on remote e-voting and e-voting during the AGM |

Members Attendance

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 76,63,99,434 shares aggregating to 74.86% of the total paid-up equity share capital were received.

100 members attended the meeting in person including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, occupied the position of Chairman. and welcomed the members and other invitees to the AGM of the Company.

The Directors, the Chief Financial Officer and the Company Secretary introduced themselves in the meeting.

After ascertaining that requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman briefed the members about the business performance, financial highlights of the Company and other major developments during the financial year ended on March 31, 2021.

The Chairman informed that this AGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Mr. Rajesh Hiranandani, Partner representing Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company.

The Notice convening the AGM of the Company dated July 9, 2021, as circulated to the members of the Company, was taken as read. Further, the Chairman informed that there was no qualification(s) or adverse remark(s) in the Auditor's Report and the Secretarial Audit Report that require its reading pursuant to the provisions of the section 145 of the Companies Act, 2013.

Five members asked various questions, amongst others, mainly pertaining to progress of COVID-19 vaccine, R & D expenditure, CSR expenditure and activities done by the Company towards CSR, details of investments made by the Company in the subsidiary companies, advances to suppliers, details regarding manpower of the Company and related matters, details regarding Remdesivir, etc. They also recommended the board to consider a proposal to issue bonus shares to the shareholders.

The members also complimented the Company for the contribution made in the area of COVID-19 and for good financial performance of the Company for the year gone by.

The Chairman, the Managing Director and the Chief Financial Officer responded to all the questions of the above members, giving adequate details thereof.

The Chairman informed that as per section 108 of the 2013 Act read with rule 20 (Voting through electronic means) of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulations, 2015, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Chairman further informed that the resolutions prescribed in the Notice of AGM will be passed through e-voting process by the members / representatives who did not participate in remote e-voting and who participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the AGM, to conduct in a fair and transparent manner, scrutinize the voting and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following resolutions as set out at Item Nos. 1 to 7 of the Notice of AGM were open for e-voting during the AGM:

Ordinary business:

1. Adoption of Audited Financial Statements (including audited consolidated financial statements) for the financial year ended on March 31, 2021 and the Reports of Board of Directors and Auditors thereon.
2. Declaration of Final Dividend of Rs. 3.50/- per equity share for the Financial Year ended on March 31, 2021.
3. Re-appointment of Mr. Mukesh M. Patel (DIN-00053892), as a Director liable to retire by rotation.

Special business:

4. Ratification of remuneration of Cost Auditors.
5. Re-appointment of Mr. Apurva S. Diwanji (DIN-00032072) as an Independent Director for the second term of five consecutive years.
6. Payment of Commission to Non-Executive Directors.
7. Re-appointment of Mr. Ganesh Nayak (DIN-00017481) as the Executive Director, for a period of three years.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of Consolidated Scrutinizer's Report within statutory time period. He further informed that the results shall also be uploaded on the Company's website www.zyduscadila.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman then announced formal closure of the Twenty Sixth Annual General Meeting of the Company.

E-voting during the Twenty Sixth AGM:

The Company Secretary explained in detail the procedure for e-voting during AGM.

Result of the remote e-voting and e-voting during AGM on the Ordinary and Special Businesses at the Twenty Sixth Annual General Meeting of the Company held on Wednesday, August 11, 2021:

On the basis of the Consolidated Scrutinizer's Reports, the summary of voting is mentioned in the following table, the Chairman announced the results of voting on August 11, 2021 that all the Resolutions for the Ordinary and Special businesses as set out at Item Nos. 1 to 7 in the

Notice of AGM have been duly passed by the requisite majority.

| Item No. of Notice | Particulars of business | Voting in favour of the resolution | | Votes against the resolution | |
|--|-------------------------|------------------------------------|--------------|------------------------------|-------------------|
| | | Nos. | % | Nos. | % |
| Item No. 1 of the Notice (As an Ordinary Business) | Remote e-voting | 911609559 | 100 | 479 | Negligible |
| | E-voting during AGM | 7167 | 100 | 0 | 0 |
| | Total | 911616726 | 100 | 479 | Negligible |
| Item No. 2 of the Notice (As an Ordinary Business) | Remote e-voting | 911633134 | 100 | 5018 | Negligible |
| | E-voting during AGM | 7167 | 100 | 0 | 0 |
| | Total | 911640301 | 100 | 5018 | Negligible |
| Item No. 3 of the Notice (As an Ordinary Business) | Remote e-voting | 874786028 | 98.52 | 13104966 | 1.48 |
| | E-voting during AGM | 7072 | 98.67 | 95 | 1.33 |
| | Total | 874793100 | 98.52 | 13105061 | 1.48 |
| Item No. 4 of the Notice (As a Special Business) | Remote e-voting | 911633950 | 100 | 2935 | Negligible |
| | E-voting during AGM | 7167 | 100 | 0 | 0 |
| | Total | 911641117 | 100 | 2935 | Negligible |
| Item No. 5 of the Notice (As a Special Business) | Remote e-voting | 815069411 | 96.90 | 26051286 | 3.10 |
| | E-voting during AGM | 7072 | 98.67 | 95 | 1.33 |
| | Total | 815076483 | 96.90 | 26051381 | 3.10 |
| Item No. 6 of the Notice (As a Special Business) | Remote e-voting | 887348742 | 99.94 | 542380 | 0.06 |
| | E-voting during AGM | 7167 | 100 | 0 | 0 |
| | Total | 887355909 | 99.94 | 542380 | 0.06 |
| Item No. 7 of the Notice (As a Special Business) | Remote e-voting | 864063296 | 97.23 | 24587390 | 2.77 |
| | E-voting during AGM | 7167 | 100 | 0 | 0 |
| | Total | 864070463 | 97.23 | 24587390 | 2.77 |

The following resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 7 in the Notice of AGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of Twenty Sixth Annual General Meeting of the Members held on August 11, 2021:

Item No. 1: Ordinary Resolution for adoption of the Audited Financial Statements (including audited consolidated financial statements) of the Company for the year ended on March 31, 2021 and the report of the Board of Directors and the Auditors thereon:

“RESOLVED THAT the audited standalone Balance Sheet as at March 31, 2021, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and the reports of the Auditors and Directors thereon, together with consolidated Balance Sheet as at March 31, 2021 and consolidated Statement of Profit and Loss and cash flow statement for the year ended on that date and the report of the auditors thereon as circulated to the shareholders be and the same are hereby approved and adopted.”

Item No. 2: Ordinary Resolution for Declaration of Final Dividend of Rs. 3.50/- (350%) per equity share for the financial year ended on March 31, 2021:

“RESOLVED THAT final dividend of Rs. 3.50/- (350%) per equity share, aggregating to Rs. 358,30,99,100/- (including the amount of TDS) on 102,37,42,600 equity shares of Re. 1/- each, be and is hereby declared and that the dividend shall be made payable to those shareholders of the Company whose names appear in the Register of Members of the

Company on July 29, 2021, being one day before the commencement of the book closure date in respect of members holding shares in physical form and as per the list of beneficiaries downloaded from the depositories for those members holding shares in electronic form.”

Item No. 3: Ordinary Resolution for re-appointment of Mr. Mukesh M. Patel (DIN-00053892), who retires by rotation:

“RESOLVED THAT Mr. Mukesh M. Patel (DIN-00053892), who retires in accordance with the provision of section 152 the Companies Act, 2013 and article 66 of the Articles of Association of the Company and has offered himself for re-appointment be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Item No. 4: Ordinary Resolution for ratification of remuneration of the Cost Auditors:

“RESOLVED THAT pursuant to the 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(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 1.23 mio. (Rupees One Million Two Hundred and Thirty Thousands only) plus applicable Goods and Services Tax and out of pocket expenses at actuals for the Financial Year ending on March 31, 2022 to Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), who are 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 2021-2022.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this resolution.”

Item No. 5: Special Resolution for re-appointment of Mr. Apurva S. Diwanji (DIN-00032072) as an Independent Director of the Company for the second term of 5 (five) consecutive years:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act, Articles of Association of the Company, regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the **Listing Regulations**”), approvals and recommendations of Nomination and Remuneration Committee and that of the Board of Directors (“the **Board**”), Mr. Apurva S. Diwanji (DIN-00032072), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from May 13, 2021 to May 12, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper and expedient or to delegate all such powers to any committee of directors, to give effect to this resolution.”

Item No. 6: Special Resolution for payment of commission to non-executive directors:

“RESOLVED THAT pursuant to the provisions of section 197 of the Companies Act, 2013 (“the **Act**”) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), regulation 17(6)(a) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article No. 76(a) of the Articles of Association of the Company, a sum not exceeding 1% (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 or the 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 (“the **Board**”) and such payments shall be made in respect of the profits of the Company for each financial year, for a period of 5 (five) years commencing from April 1, 2021 upto and including financial year of the Company ending on March 31, 2026, provided that the commission to all of the Directors aforesaid shall not exceed in aggregate Rs. 40 mio. (Rupees Forty Million only) in any financial year.

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

Item No. 7: Ordinary Resolution for re-appointment of Mr. Ganesh N. Nayak (DIN-00017481) as the Executive Director for a period of 3 (three) years:

“RESOLVED THAT subject to the provisions of sections 2(51), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“the **Act**”) read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as recommended and approved by the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“the **Board**”) respectively, consent of the members be and is hereby accorded to re-appoint Mr. Ganesh N. Nayak (DIN-00017481) as the Executive Director) of the Company, for a further period of 3 (three) years with effect from July 12, 2021 and payment of salary and commission (herein after referred to as “**remuneration**”), as provided hereunder and upon terms and conditions as set out in the draft agreement proposed to be executed between the Company and Mr. Ganesh N. Nayak, with an authority to the Board to alter and vary the terms and conditions of the said re-appointment and / or agreement in such a manner as may be agreed to between the Board and Mr. Ganesh N. Nayak.

- Salary: Rs. 6 mio. (Rupees Six Million only) per month, inclusive of all
- Commission: as may be recommended by the NRC and approved by the Board
Provided that the aggregate remuneration shall not exceed the statutory limits prescribed under the Act.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ganesh N. Nayak, in each financial year during the currency of his tenure of appointment shall be as may be recommended by the NRC and approved by the Board based on his performance evaluation, which shall not

exceed the statutory limit of remuneration as provided under the provisions of section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in addition to the above, the Executive Director shall also be entitled to contribution to provident fund as per the provisions of Income Tax Act, 1961, which shall not be included in the computation of the ceiling of remuneration stated hereinabove;

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 the profits are inadequate, the Executive Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or any modification(s) or re-enactment(s) thereof subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Executive Director shall be entitled to benefits of leave during the year as per the Company policy from time to time and any earned leave not enjoyed by the Executive Director shall be encashed either at the end of completion of each year of the service or at the end of the tenure, as may be mutually decided between the Executive Director and the Managing Director.

RESOLVED FURTHER THAT the Board 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 in the best interest of the Company, as it may deem fit."

All the above resolutions were passed with requisite majority through remote e-voting and e-voting during the AGM.

PANKAJ R. PATEL

CHAIRMAN OF THE TWENTY SIXTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: August 11, 2021