

May 20, 2015

**Bombay Stock Exchange Limited**  
1<sup>st</sup> Floor, P.J. Towers, Dalal Street  
MUMBAI – 400 001

Kind Attn.: Mr. Sanjay Golecha  
Mr. Gopalkrishnan

**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra- Kurla Complex  
Bandra – (East)  
Mumbai – 400 051

Kind Attn.: Famroze Pochara  
Asst. Vice President

**Ahmedabad Stock Exchange Limited**  
Kamdhenu Complex  
Opp. Sahajanand College, Panjra Pole  
Ahmedabad – 380 015

**Re.: Results of the Postal Ballot**

Dear Sir / Madam

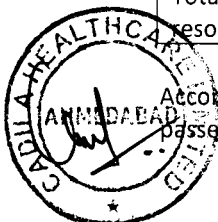
This is with reference to the Notice of Postal Ballot dated April 8, 2015, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the Resolution as specified in the said Notice.

The last date for casting of vote through e-voting and receipt of the Postal Ballot Forms, duly completed and signed by the Members was May 18, 2015 before 5.00 p.m. Mr. Dhirajlal D. Sanghavi, Company Secretary in Practice, the Scrutinizer has submitted his report dated May 19, 2015 on the Postal Ballot. The results of the Postal Ballot as follows were announced on Wednesday May 20, 2015 at the Registered Office of the Company:

**Special Resolution No. 1: Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts or any other modes for an amount not exceeding Rs.10,000 crores.**

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through e-Voting)	Total No. of Shares	% of total Net Valid Votes (in percentage)
Total No. of votes received	1027830	180280701	181308531	N.A.
Less: No. of invalid Votes	1065	-	1065	N.A.
Less: No. of votes not Polled	-	-	-	N.A.
Net valid number of votes cast	1026765	180280701	181307466	100%
Total No. of votes cast in favour of the resolution.	44365	172106956	172151321	94.95%
Total No. of votes cast against the resolution.	982400	8173745	9156145	5.05%

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by requisite majority.



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**Special Resolution No. 2: Enhancement in borrowing limits from Rs.1,500 Crores to Rs.10,000 Crores.**

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through e-Voting)	Total No. of Shares	% of total Net Valid Votes (in percentage)
Total No. of votes received	1027830	180280701	181308531	N.A.
Less: No. of invalid Votes	1065	-	1065	N.A.
Less: No. of votes not Polled	-	-	-	N.A.
Net valid number of votes cast	1026765	180280701	181307466	100%
Total No. of votes cast in favour of the resolution.	44365	180190633	180234998	99.41%
Total No. of votes cast against the resolution.	982400	90068	1072468	0.49%

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by requisite majority.

**Special Resolution No. 3: Issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds [NCDs] on private placement basis to the extent of Rs.3,500 Crores.**

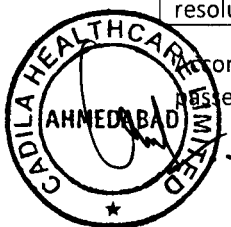
Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through e-Voting)	Total No. of Shares	% of total Net Valid Votes (in percentage)
Total No. of votes received	1027830	180346501	181374331	N.A.
Less: No. of invalid Votes	1065	-	1065	N.A.
Less: No. of votes not Polled	-	-	-	N.A.
Net valid number of votes cast	1026765	180346501	181373266	100%
Total No. of votes cast in favour of the resolution.	1026765	180256448	181283213	99.95%
Total No. of votes cast against the resolution.	0	90053	90053	0.05%

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by requisite majority.

**Special Resolution No. 4: Creation of charge on Company's properties / assets**

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through e-Voting)	Total No. of Shares	% of total Net Valid Votes (in percentage)
Total No. of votes received	1027830	180280701	181308531	N.A.
Less: No. of invalid Votes	1065	-	1065	N.A.
Less: No. of votes not Polled	-	-	-	N.A.
Net valid number of votes cast	1026765	180280701	181307466	100%
Total No. of votes cast in favour of the resolution.	44365	180190387	180234752	99.41%
Total No. of votes cast against the resolution.	982400	90314	1072714	00.59%

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by requisite majority.



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**Details of results of Postal Ballot (including e-Voting) as per clause 35A of the Listing Agreement:**

Pursuant to clause 35A of the Listing Agreement; please find below details regarding the Postal Ballot Result declared today i.e. May 20, 2015.

Date of the AGM / EGM	N.A. (The resolutions were passed through Postal Ballot including e-Voting)
Total number of shareholders on record date	45854
No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group : Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group : Public:	N.A.

**Special Resolution No. 1 in the Notice of Postal Ballot dated April 8, 2015**

Details of the Agenda	Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts or any other modes for an amount not exceeding Rs.10,000 crores.
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-Voting.



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**Details of Postal Ballot (including e-Voting)**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	153138046	153135046	100%	153135046	0	100%	0
Public Institutional Holders	29952918	24191765	80.77%	15198785	8992980	62.83%	37.17%
Public - Others	21657556	3980655	18.38%	3817490	163165	95.90%	4.10%
<b>Total</b>	<b>204748520</b>	<b>181307466</b>	<b>88.55%</b>	<b>172151321</b>	<b>9156145</b>	<b>94.95%</b>	<b>5.05%</b>

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by the requisite majority.

**Special Resolution No. 2 in the Notice of Postal Ballot dated April 8, 2015**

Details of the Agenda	Enhancement in borrowing limits from Rs.1,500 Crores to Rs.10,000 Crores.
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-Voting.

**Details of Postal Ballot (including e-Voting)**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	153138046	153135046	100%	153135046	0	100%	0
Public Institutional Holders	29952918	24191765	80.77%	23119425	1072340	95.57%	4.43%
Public - Others	21657556	3980655	18.38%	3980527	128	100%	0
<b>Total</b>	<b>204748520</b>	<b>181307466</b>	<b>88.55%</b>	<b>180234998</b>	<b>1072468</b>	<b>99.41%</b>	<b>0.59%</b>



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Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by the requisite majority.

**Special Resolution No. 3 in the Notice of Postal Ballot dated April 8, 2015**

Details of the Agenda	Issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds [NCDs] on private placement basis to the extent of Rs.3,500 Crores.
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-Voting.

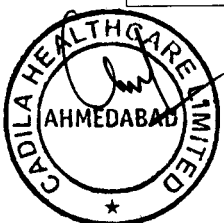
**Details of Postal Ballot (including e-Voting)**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	153138046	153135046	100%	153135046	0	100%	0
Public Institutional Holders	29952918	24257565	80.99%	24167625	89940	99.63%	0.37%
Public - Others	21657556	3980655	18.38%	3980542	113	100%	0
<b>Total</b>	<b>204748520</b>	<b>181373266</b>	<b>88.58%</b>	<b>181283213</b>	<b>90053</b>	<b>99.95%</b>	<b>0.05%</b>

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by the requisite majority.

**Special Resolution No. 4 in the Notice of Postal Ballot dated April 8, 2015**

Details of the Agenda	Creation of charge on Company's properties / assets
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-Voting.



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**Details of Postal Ballot (including e-Voting)**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	153138046	153135046	100%	153135046	0	100%	0
Public Institutional Holders	29952918	24191765	80.77%	23119425	1072340	95.57%	4.43%
Public - Others	21657556	3980655	18.38%	3980281	374	99.99%	0.01%
<b>Total</b>	<b>204748520</b>	<b>181307466</b>	<b>88.55%</b>	<b>180234752</b>	<b>1072714</b>	<b>99.41%</b>	<b>0.59%</b>

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated April 8, 2015 has been passed by the requisite majority.

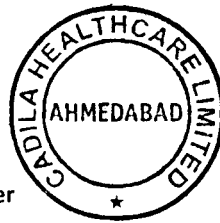
This is for your information and record.

Thanking you,

Yours faithfully,  
For Cadila Healthcare Limited



Upen H. Shah  
Company Secretary and Compliance Officer



# Dhirajlal D. Sanghavi

B.A. (Hons) B.Com., FCS

**Practising Company Secretary**

C. P. 5130 FCS 3229

## Report of Scrutinizer on Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Date: 19<sup>th</sup> May, 2015

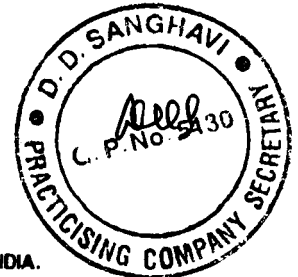
To,  
The Chairman  
Cadila Healthcare Limited  
Zydus Tower, Satellite Cross Road  
**Ahmedabad-380015**

Dear Sir,

### **Re: Passing of resolutions through postal ballot, including e-voting**

I, Dhirajlal D Sanghavi, Practicing Company Secretary, Ahmedabad, was appointed as Scrutinizer by the Board of Directors of Cadila Healthcare Limited ("the Company") with respect to the resolutions to be passed through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rules made there under to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes casted electronically using e-voting system of Central Depository Services (India) Ltd. (CDSL) during the voting period as stated below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 16<sup>th</sup> April, 2015, the dispatch of the Postal Ballot Notice dated 8<sup>th</sup> April, 2015 together with Postal Ballot Form ('Form') along with postage prepaid business reply envelopes and sending of e-mails for e-voting by electronic platform of CDSL to its shareholders whose name(s) appeared on the Register of Members as on 10<sup>th</sup> April, 2015, for seeking approval of businesses as per postal ballot notice dated 08<sup>th</sup> April, 2015.
2. In accordance with Postal Ballot Notice dated 08<sup>th</sup> April, 2015 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started 9.00 am on 17<sup>th</sup> April, 2015 and ended 5.00 pm on 18<sup>th</sup> May, 2015 [voting period]
3. The postal ballot forms received during the Voting Period were kept in my custody and that the e-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) at 5.30 pm on 18<sup>th</sup> May, 2015 in the presence of two witnesses, viz., Mr. Pares Dave and Mr. Narendra Tavde.
4. All postal ballot forms (including e-voting) received up to 5.00 p.m. on 18<sup>th</sup> May, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms, were considered for my scrutiny.



Office : 703/2, Parshwa Tower, 7th Floor, S. G. Highway, Next to Pakvan-II, Ahmedabad-380 015. INDIA.  
Residence : 34, Vaibhav Bungalows, Part-I, Near Sun-n-Step Club, Ghatlodia, Ahmedabad-380 061.  
Phones : (O) 079-32447330 (R) 079-27470203 (M) 93280 00203 (M) 97250 13553  
Email : ddsanghavi@gmail.com

5. The postal ballot forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by Registrar and Share Transfer Agent M/s Sharepro Services (India) Pvt Ltd, Ahmedabad. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 10<sup>th</sup> April, 2015.
6. I did not find any defaced or mutilated Postal Ballot Form.
7. The summary of the Postal Ballot and E-voting is as under :

**Resolution No. 1:**

**Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement [QIP] and / or Depository Receipts or any other modes for an amount not exceeding Rs. 10,000/- Crores.**

- i. Voted in favour of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
158	172151321	94.95%

- ii. Voted against the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
106	9156145	5.05%

- iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

**Resolution No. 2:**

**Enhancement in borrowing limits from Rs. 1,500 Crores to Rs. 10,000 Crores.**

- i. Voted in favour of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
238	180234998	99.41%





ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
26	1072468	0.59%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

**Resolution No. 3:**

**Issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds [NCDs] on private placement basis to the extent of Rs. 3,500 Crores.**

i. Voted **in favour** of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
252	181283213	99.95%

ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
14	90053	0.05%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065



**Resolution No. 4:**

**Creation of charge on Company's assets.**

i. Voted **in favour** of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
233	180234752	99.41%

ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
31	1072714	0.59%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

8. The postal ballot forms received and e-voting results/list downloaded from the website of CDSL and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the postal ballot and e-voting process after the minutes of the Postal Ballot and e-voting have been signed by the Chairman.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

*All Sanghavi*

**DHIRAJLAL D. SANGHAVI**  
**PRACTISING COMPANY SECRETARY**  
Certificate No. 5130  
Membership No. 3229

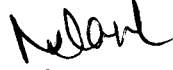


Place: Ahmedabad  
Date: 19<sup>th</sup> May, 2015

We, the undersigned witnesseth that the votes were unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5.30 p.m. on 18<sup>th</sup> May, 2015 at the office of Sharepro Services (India) Pvt Ltd., the Registrar and Share Tansfer Agent, Ahmedabad.

Date: 19<sup>th</sup> May, 2015

Place: Ahmedabad



Witness 1:

Mr. Paresh Dave  
B/401, Saptak Apartments,  
Bodakdev,  
Ahmedabad - 380 054



Witness 2 :

Mr. Narendra Tavde  
A/21, Siddhi Vinayak Park,  
Maninagar,  
Ahmedabad - 380 008



**Results of Postal Ballot**

**Regd. Office :**  
'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

Pursuant to the provisions of section 110 of the Companies Act, 2013 [the Act] read with Rule 22 of the Companies [Management and Administration] Rules, 2014 [the Rules], approval of the shareholders of the Company was sought by way of Special Resolutions for the following items:

1. Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement [QIP] and / or Depository Receipts or any other modes for an amount not exceeding Rs. 10,000/- Crores.
2. Enhancement in borrowing limits from Rs. 1,500 Crores to Rs. 10,000 Crores.
3. Issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds [NCDs] on private placement basis to the extent of Rs. 3,500 Crores and
4. Creation of charge on Company's assets.

through Postal Ballot process [including Central Depository Services [India] Limited e-voting module] vide Notice dated 8<sup>th</sup> April, 2015 containing the Special Resolutions together with the Explanatory Statements thereto.

The last date for receipt of Postal Ballot Forms and voting through e-voting was 18<sup>th</sup> May, 2015 (5:00 p.m.)

The Scrutinizer appointed by the Board has submitted his report on the Postal Ballot on 19<sup>th</sup> May, 2015 and as per the said report the following results is announced on 20<sup>th</sup> May, 2015 at the Registered Office of the Company:



P.T.O.

**Regd. Office :**  
'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

Particulars	Special Resolution No. 1 - Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts or any other modes for an amount not exceeding Rs. 10,000 Crores		Special Resolution No. 2 - Enhancement in borrowing limits from Rs. 1,500 Crores to Rs. 10,000 Crores.		Special Resolution No. 3-Issuance of Unsecured / Secured Non - Convertible Debentures / Bonds [NCDs] by way of Private Placement to the extent of Rs. 3,500 Crores.		Special Resolution No. 4 - Creation of charge on Company's assets.	
	No. of Postal Ballot Forms	No. of Equity Shares (Votes)	No. of Postal Ballot Forms	No. of Equity Shares (Votes)	No. of Postal Ballot Forms	No. of Equity Shares (Votes)	No. of Postal Ballot Forms	No. of Equity Shares (Votes)
Total Postal Ballot Forms / Votes (including e-voting) received	274	181718596	274	181718596	274	181718596	274	181718596
Less: Invalid Postal Ballot Forms / Votes received	2	1065	2	1065	2	1065	2	1065
Less: Postal Ballot Forms /e-voting abstain from voting	8	410065	8	410065	6	344265	8	410065
Net valid Postal Ballot Forms / Votes (including e-voting) received	264	181307466	264	181307466	266	181373266	264	181307466
Valid Votes cast in favour of the resolution and its %	158	172151321 [94.95%]	238	180234998 [99.41%]	252	181283213 [99.95%]	233	180234752 [99.41%]
Valid Votes cast against the resolution and its %	106	9156145 [5.05%]	26	1072468 [0.59%]	14	90053 [0.05%]	31	1072714 [0.59%]

Accordingly, the aforesaid Special Resolutions for which Postal Ballot process was conducted by the Company stand passed by the shareholders with requisite majority.

The result of the Postal Ballot is also posted on the Company's website at [www.zyduscadila.com](http://www.zyduscadila.com)

For, CADILA HEALTHCARE LIMITED



**PANKAJ R. PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**

Place: Ahmedabad.

Date: 20<sup>th</sup> May, 2015.