

Cadila Healthcare Limited

Proceedings of the 20th Annual General Meeting of Cadila Healthcare Limited held on Wednesday, the 12th day of August, 2015 commenced at 10.00 AM at H.T. Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 and concluded at 11.00 a.m. on the same day

Sitting on the dais:

Mr. Pankaj R. Patel	-	Chairman & Managing Director
Dr. Sharvil P. Patel	-	Deputy Managing Director
Mr. Mukesh M. Patel	-	Director
Mr. Humayun Dhanrajgir	-	Director
Mr. Nitin R. Desai	-	Director
Ms. Dharmishta N. Rawal	-	Director
Mr. Nitin D. Parekh	-	Chief Financial Officer
Mr. Upen H. Shah	-	Company Secretary

Members Attendance

Representations under section 113 of the Companies Act, 2013, [2013 Act] for a total of 153,111,046 shares aggregating to 74.78% of the total paid-up equity share capital were received.

Further, the Company had received 21 valid proxies for 2,337,895 equity shares representing 1.15 of the total paid-up equity share capital.

142 Members attended the meeting in person or through proxies, including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, took the Chair and welcomed the members to the 20th Annual General Meeting of the Company.

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

The Chairman acknowledged the presence of Mr. Mukesh M. Shah, Partner of M/s. Mukesh M. Shah & Co, Chartered Accountants, the Statutory Auditors of the Company.

The Register of Directors' Shareholding, Register of Contracts, Register of Members, Proxy Register along with the proxies and original Minutes of the General Meetings were available during the Meeting for inspection by the Members. All material documents referred to in Explanatory Statement to the Notice convening 20th Annual General Meeting were also available for inspection by the members.

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CHAIRMAN
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With the permission of the members present at the meeting, the Notice convening the 20th Annual General Meeting of the Company, as circulated to the shareholders of the Company, was taken as read. Further, the Chairman informed that there were no qualifications[s] or adverse remark[s] in the Auditor's Report that require reading Auditors' Report pursuant to the provisions of the section 145 of the Companies Act, 2013.

Thereafter, Mr. Pankaj R. Patel, Chairman and Managing Director made the presentation to the members, highlighting the performance of the Company, its subsidiaries and joint ventures.

Members asked questions mainly pertaining to bonus issue, CSR activities, investment in subsidiaries and projections, which were responded by the Chairman and Managing Director.

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 [the Rules] and clause 35B of the Listing Agreement, the Company had provided 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 convening the 20th AGM of the Company will be passed through poll process by the members / representatives and proxy holders present at the meeting..

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. D. D. Sanghavi, Practicing Company Secretary [Membership No. FCS 3229] is appointed as Scrutinizer to conduct the poll process in a fair and transparent manner, scrutinize the poll papers and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members, proxy holders and representatives through poll process at the meeting venue.

The Chairman thereafter, ordered the Poll on resolutions as set out at Items 1 to 5 of the Notice of the 20th Annual General Meeting and requested all to cast their votes at the meeting venue, which remained open till the members /proxy holders and representatives had casted their votes.

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

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of Scrutinizer's Report on the Poll 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 announced formal closure of the 20th Annual General Meeting of the Company.

Conduct of Poll:

Mr. Dhirajlal D. Sanghavi, Scrutinizer conducted the Poll, which included distribution of Polling papers, showing empty Poll boxes to the members and locking empty Poll boxes in the presence of members and proxy holders. After ensuring that all members, proxy holders and representatives had casted their votes, the scrutinizer closed the poll at around 11.55 a.m. The Scrutinizer then took the custody of poll boxes.

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the 20th Annual General Meeting of the Company held on Wednesday, the 12th day of August, 2015.

On the basis of the Scrutinizer's Reports for the Electronic Voting and the Scrutinizer's Report for the Poll at the Annual General Meeting dated 13th August, 2015, the consolidated summary of voting is mentioned in the following table, the Chairman announced the results of voting on 13th August, 2015 that all the Resolutions for the Ordinary and Special businesses as set out at Item No. 1 to 5 in the Notice of the 20th Annual General Meeting of the Company have been duly passed by the requisite majority.

Item No. of the Notice	Ordinary / Special Resolution	Votes in favour of the Resolutions		Votes Against the Resolutions		Abstain ed/Inva lid Votes Nos.	Status
		Nos.	%of total number of valid votes cast [Favour and Against]	Nos.	%of total number of valid votes cast [Favour and Against]		
1	Ordinary	182320683	100.00	314	0	5076	Passed as an Ordinary Resolution
2	Ordinary	182320687	100.00	314	0	5071	Passed as an Ordinary Resolution
3	Ordinary	179557589	98.48	2754412	1.51	14071	Passed as an Ordinary Resolution
4	Ordinary	180075835	98.76	1822889	1.01	427348	Passed as an Ordinary Resolution
5	Ordinary	182320685	100.00	316	0	5071	Passed as an Ordinary Resolution

The following resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 5 in the Notice of the 20th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 20th Annual General Meeting of the Members held on 12th August, 2015.

Ordinary Business:

Item No. 1: Ordinary Resolution for adoption of Financial Statements for the year ended 31st March, 2015.

"RESOLVED THAT the audited stand-alone Balance Sheet as at March 31, 2015, Statement of Profit and Loss of the Company for the year ended on that date and the reports of the Auditors and Directors thereon, together with consolidated

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Minute Book

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CHAIRM
INITIA

[Handwritten Signature]

Balance Sheet as at March 31, 2015 and consolidated Statement of Profit and Loss for the year ended on that date and the report of the auditors thereon as circulated to the members be and the same are hereby approved and adopted.”

Item No. 2: Ordinary Resolution for approval of dividend for the year 2014-15

“RESOLVED THAT a dividend of Rs.12.00 [@ 240%] per equity share, aggregating to Rs.2,456,982,240/- on 204,748,520 equity shares of Rs.5/- each, be and is hereby declared and that the dividend shall be made payable to those members of the Company whose names appear in the Register of Members of the Company on August 12, 2015 in respect of members holding shares in physical form and as per the list of beneficiaries provided by the depositories as on book closure date with respect to the members holding shares in electronic form.”

Item No. 3: Ordinary Resolution for reappointment of Mr. Pankaj R. Patel, who retires by rotation

“RESOLVED that Mr. Pankaj R. Patel (DIN 00131852), 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 appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants as Statutory Auditor and fixing their remuneration

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad, [Firm Registration No. 106625W] be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company plus Service Tax and reimbursement of out of pocket expenses as may be incurred by them while conducting the audit of the Company for the year ending March 31, 2016.”

Special Business:

Item No. 5: Ordinary Resolution for ratification of remuneration of M/s Dalwadi & Associates., Cost Accountants

“RESOLVED THAT pursuant to 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 thereof for the time being in force], the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on

the recommendation of the Audit Committee, of Rs. 1.10 mio to M/s Dalwadi & Associates., Cost Accountants [Firm Registration No. 000338] appointed by the Board to conduct the audit of cost records pertaining to Drugs and Pharmaceuticals manufactured by the Company for the financial year ending on March 31, 2016.”

All the above resolutions were passed with requisite majority through e-voting and Poll process.



PANKAJ R. PATEL

CHAIRMAN OF THE 20TH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: 14th August, 2015

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