

**Results of Postal Ballot**

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 Ordinary Resolutions for the following items:

1. Sub-division of 1 (One) Equity Share of Face Value of Rs. 5/- (Five) each, into 5 (Five) Equity Shares of Re. 1/- (One) each and
2. Alteration in Capital Clause of Memorandum of Association.

through Postal Ballot process [including Central Depository Services [India] Limited e-voting module] vide Notice dated August 12, 2015 containing the Ordinary Resolutions together with the Explanatory Statements thereto.

The last date for receipt of Postal Ballot Forms and voting through e-voting was September 20, 2015 (5:00 p.m.)

The Scrutinizer appointed by the Board has submitted his report on the Postal Ballot on September 22, 2015 and as per the said report the following results is announced at the Registered Office of the Company:

| Particulars  | Ordinary Resolution No. 1–<br>Sub-division of 1 (One) Equity<br>Share of Face Value of Rs. 5/-<br>(Five) each, into 5 (Five) Equity<br>Shares of Re. 1/- (One) each |                                    | Ordinary Resolution No. 2–<br>Alteration in Capital Clause<br>of Memorandum of<br>Association |                                    |
|--|---|------------------------------------|---|------------------------------------|
|  | No. of Postal<br>Ballot Forms   | No. of Equity<br>Shares<br>(Votes) | No. of<br>Postal Ballot<br>Forms  | No. of Equity<br>Shares<br>(Votes) |
| Total Postal Ballot Forms / Votes (including e-voting) received                    | 1175  | 181942609                          | 1175  | 181941380                          |
| Less: Invalid Postal Ballot Forms / Votes received / Members abstained from voting | 31  | 9630                               | 30  | 9869                               |
| Net valid Postal Ballot Forms / Votes (including e-voting) received                | 1144  | 181932979                          | 1140  | 181931511                          |
| Valid Votes cast in favour of the resolution and its %                             | 1132  | 181931008<br>[99.9989%]            | 1120  | 181924467<br>[99.9961%]            |
| Valid Votes cast against the resolution and its %                                  | 12  | 1971<br>[0.0011%]                  | 20  | 7044<br>[0.0039%]                  |



**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

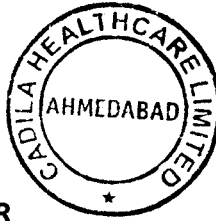
Accordingly, the aforesaid Ordinary Resolutions for which Postal Ballot process was conducted by the Company stand passed by the shareholders with requisite majority.

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*

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



Place: Ahmedabad.

Date: September 22, 2015.

# 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: September 22, 2015

To,  
The Chairman of  
**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, Practising 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, contained in the Postal Ballot Notice dated August 12, 2015, 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) Limited (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 August 20, 2015, the dispatch of the Postal Ballot Notice dated August 12, 2015 together with Postal Ballot Form ('Form') along with postage prepaid business reply envelopes. E-mails were send on August 18, 2015 for e-voting by electronic platform of CDSL to its shareholders whose name(s) appeared on the Register of Members as on August 14, 2015, for seeking approval of businesses as per postal ballot notice dated August 12, 2015.
2. In accordance with Postal Ballot Notice dated August 12, 2015 sent to the Members, the voting (by means of postal ballot and e-voting) started at 9.00 am on August 21, 2015 and ended at 5.00 pm on September 20, 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 10.30 a.m. on September 21, 2015 in the presence of two witnesses, viz., Ms. Naina Kanagat and Ms. Dhvani Shah.
4. All postal ballot forms (including e-voting) received up to 5.00 p.m. on September 20, 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) Private Limited, Ahmedabad. Thereafter, the shareholding was matched/ confirmed with the Register of Members of the Company as on August 14, 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 :

| Item No. of Postal Ballot Notice                     | Particulars of business | Voting in favour of the resolution |                   | Votes against the resolution |                   | Abstained / Invalid votes |
|--|-------------------------|------------------------------------|-------------------|------------------------------|-------------------|---------------------------|
|  |                         | Number of shares                   | % of total Voting | Number of shares             | % of total Voting | Number of shares          |
| Item No. 1 of the Notice (As an Ordinary Resolution) | e-voting                | 180635836                          | 99.2870           | 1131                         | 0.0006            | 240                       |
|  | Postal Ballot           | 1295172                            | 0.7119            | 840                          | 0.0005            | 9390                      |
|  | <b>Total</b>            | <b>181931008</b>                   | <b>99.9989</b>    | <b>1971</b>                  | <b>0.0011</b>     | <b>9630</b>               |
| Item No. 2 of the Notice (As an Ordinary Resolution) | e-voting                | 180631916                          | 99.2856           | 5291                         | 0.0029            | 0                         |
|  | Postal Ballot           | 1292551                            | 0.7105            | 1753                         | 0.0010            | 9869                      |
|  | <b>Total</b>            | <b>181924467</b>                   | <b>99.9961</b>    | <b>7044</b>                  | <b>0.0039</b>     | <b>9869</b>               |

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.

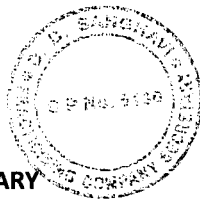
You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

*Dhirajlal D. Sanghavi*

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



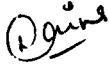
Place: Ahmedabad

Date: September 22, 2015

We, the undersigned witnesseth that the votes were unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 10.30 a.m. on September 21, 2015 at the office of Sharepro Services (India) Private Limited, the Registrar and Share Transfer Agent, Ahmedabad.

Date: September 22, 2015  
Place: Ahmedabad

**Witness 1:**  
Ms. Naina Kanagat



**Witness 2:**  
Ms. Dhvani Shah

