

**Dhirajlal D. Sanghavi**

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

**Practising Company Secretary**

**CP.5130 FCS.3229**

**Scrutinizer's Report**

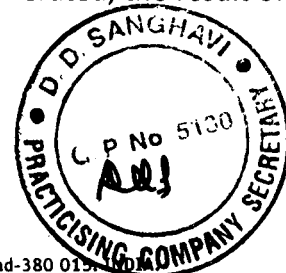
**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20[3][xi] of the Companies (Management and Administration) Rules, 2014]**

To

The Chairman of 19<sup>th</sup> Annual General Meeting of the members of Cadila Healthcare Limited to be held on 30<sup>th</sup> day of July, 2014 at H.T. Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015

Dear Sir,

1. I, Dhirajlal D. Sanghavi, a Company Secretary in practice, have been appointed by the Board of Directors of Cadila Healthcare Limited [the Company] as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 [Act] read with Rule 20 of the Companies [Management and Administration] Rules, 2014 [Rules] on the resolutions contained in the 19<sup>th</sup> Annual General Meeting [AGM] of the members of the Company, to be held on the 30<sup>th</sup> day of July, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the Notice convening the 19<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services [India] Limited [CDSL].
3. Further, I submit my report as under:
  - i. The e-voting period remained open from Thursday, 24<sup>th</sup> July, 2014 [9:00 a.m.] to Saturday, 26<sup>th</sup> July, 2014 [5:00 p.m.].
  - ii. The members of the Company as on the "cut-off" date i.e. 30<sup>th</sup> June, 2014 were entitled to vote on the resolutions [item Nos. 1 to 11 as set out in the Notice of 19<sup>th</sup> AGM of the Company]
  - iii. The votes cast were unblocked on 26<sup>th</sup> July, 2014.
  - iv. Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and based on such reports generated, the result of the e-voting is as under:



1

**Item No. 1:**

**Ordinary Resolution** to receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss of the Company for the year ended on March 31, 2014 and the Reports of the Directors and Auditors thereon.

[i] Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
140	173,155,999	99.9999

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
2	40	0.0001

**Item No. 2:**

**Ordinary Resolution** to declare dividend on equity shares.

[i] Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
140	173,155,999	99.9999

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	30	0.0001

**Item No. 3**

**Ordinary Resolution** to appoint a Director in place of Mr. Apurva S. Diwanji [DIN 00032072], who retires by rotation and being eligible, offers himself for re-appointment.

[i] Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
130	172,877,989	99.8398



[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
11	277,300	0.1602

**Item No. 4**

**Ordinary Resolution** to appoint M/s Mukesh M. Shah & Co., Chartered Accountants [ICAI Registration No. 106625W] as statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
138	173,100,758	99.9999

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
2	40	0.0001

**Item No. 5**

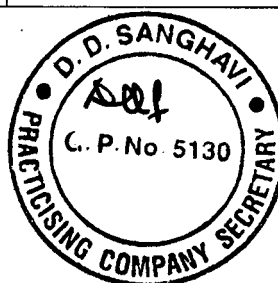
**Ordinary Resolution** to appoint Mr. H. Dhanrajgir [DIN 00004006], as an Independent Director to hold office for a period of five consecutive years for a term upto the conclusion of the 24<sup>th</sup> Annual General Meeting in the calendar year 2019.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
130	172,830,950	99.8398

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
11	277,300	0.1602



**Item No. 6**

**Ordinary Resolution** to appoint Mr. Nitin Raojibhai Desai [DIN 00140239], as an Independent Director to hold office for a period of five consecutive years for a term upto the conclusion of 24<sup>th</sup> Annual General Meeting in the calendar year 2019.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
103	170,378,546	98.3964

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	2,776,743	1.6036

**Item No. 7**

**Ordinary Resolution** to appoint Ms. D. N. Rawal [holding DIN 02792246], as an Independent Woman Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of 24<sup>th</sup> Annual General Meeting in the calendar year 2019.

[i] Voted **in favour** of the resolution

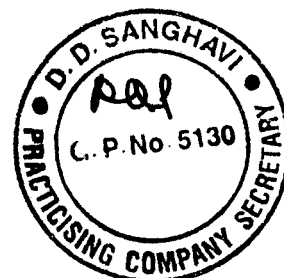
Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
133	172,915,680	99.8616

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
8	239,609	0.1384

**Item No. 8**

**Ordinary Resolution** to ratify the remuneration of Rs. 1.02 mio to M/s Dalwadi & Associates., Cost Accountants appointed by the Board to conduct the audit of cost records pertaining to Pharmaceutical products manufactured by the Company for the financial year ending on March 31, 2015.



[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
140	173,155,999	99.9999

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
2	40	0.0001

### **Item No. 9**

**Special Resolution** to borrow monies in excess of the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceeds INR 15000 mio [Rupees Fifteen Thousand millions] over and above the aggregate of the paid up capital of the Company and its free reserves at any time.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
138	173,155,964	99.9999

[ii] Voted **against** of the resolution

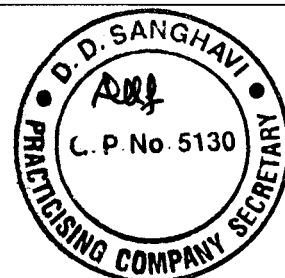
Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
4	75	0.0001

### **Item No. 10**

**Special Resolution** to offer and invite subscription for the Secured Redeemable Non-convertible Debentures ("Bonds"), to the extent of Rs. 3500 millions, in one or more tranches, during the current financial year ending on March 31, 2015.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
139	173,155,994	99.9999



[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
3	45	0.0001

**Item No. 11**

**Special Resolution** to adopt the draft regulations contained in the revised Articles of Association to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

[i] Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
133	172,896,137	99.9538

[ii] Voted **against** of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
7	79,866	0.0462

Thanking you,

Yours faithfully,

*D. D. Sanghavi*

**DHIRAJLAL D. SANGHAVI**  
Practising Company Secretary  
Membership No. 3229  
Place: Ahmedabad  
Date: 27<sup>th</sup> July, 2014

