

Announcement of the consolidated Results of Remote E-Voting and E-Voting during Twenty Sixth Annual General Meeting of Cadila Healthcare Limited

Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 ("the **Act**") read with rule 20 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**"), Cadila Healthcare Limited ("the **Company**") had provided remote e-voting facility to the members for exercising the voting rights and e-voting facility was also provided during the Twenty Sixth Annual General Meeting ("**AGM**") of the Company.

The voting on the 7 resolutions contained in the Notice of AGM dated July 9, 2021 were casted through remote e-voting and e-voting during AGM. Based on the report submitted by Mr. Manoj Hurkat, Practicing Company Secretary, the Scrutinizer appointed for both, remote e-voting and e-voting during AGM, I declare the 7 resolutions contained in the Notice of AGM as passed with requisite majority. The summary of results is as under:

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

For, **CADILA HEALTHCARE LIMITED**

PANKAJ R. PATEL
CHAIRMAN OF TWENTY SIXTH ANNUAL GENERAL MEETING

Place: Ahmedabad
Date: August 11, 2021

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of the 26th Annual General Meeting (AGM) of
CADILA HEALTHCARE LIMITED
Held on 11 August, 2021 at 10.00 a.m.
Through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Cadila Healthcare Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during the 26th Annual General meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with 26th Annual General Meeting held on 11th August, 2021 at 10.00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and Circular No. 02/2021 dated January 13, 2021 (MCA Circulars) and also SEBI Circular dated 12th May, 2020 and SEBI Circular dated 15th January, 2021 (SEBI Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars and Rules relating to voting on the resolutions contained in the Notice to the 26th Annual General Meeting of the members of the Company.



My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both remote e-voting and e-voting during the AGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Sunday, 8th August, 2021 (9.00 a.m.) to Tuesday, 10th August, 2021 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 4th August, 2021 were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting. The paid up capital as on cut-off date was Rs. 102,37,42,600 divided into 102,37,42,600 Equity share of Rs. 1/- each.
- III. The votes casted were subsequently unblocked by me on 11th August, 2021 at 11.30 a.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad-382345	
02.	Saloni Hurkat SANYAM-11 B, Ajanta Society, B/h LIC Society, Opp. Zenith Engg. works, Wadhawan, Surendranagar-363035	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged with the Company.



V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For E-voting during the AGM:

- I. The e-voting was conducted together on all the item nos. 1 to 7 on the agenda during the AGM.
 - II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
 - III. After ensuring that all the members who desire to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairman of the 26th Annual General Meeting, e-voting at the AGM was closed/blocked.
 - IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the e-voting system of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:



(a) Resolution 1:

Ordinary Resolution for receiving, considering and adopting the audited financial statements (including consolidated financial statements) of the Company for the year ended on March 31, 2021 and the reports of the Board of Directors and the Auditors thereon:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	864	911609559	100%
E-voting (During AGM)	8	7167	100%
Total	872	911616726	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	11	479	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	11	479	Negligible

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 6 shareholders in respect of 28114 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.

(b) Resolution No. 2:

Ordinary Resolution for declaration of dividend for the financial year 2020-2021:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	859	911633134	100%
E-voting (During AGM)	8	7167	100%
Total	867	911640301	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	22	5018	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	22	5018	Negligible

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.

(c) Resolution No. 3:

Ordinary Resolution for Reappointment of Mr. Mukesh M. Patel (DIN-00053892) as Director, who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	703	874786028	98.52%
E-voting (During AGM)	7	7072	98.67%
Total	710	874793100	98.52%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	152	13104966	1.48%
E-voting (During AGM)	1	95	1.33%
Total	153	13105061	1.48%

(iii) Invalid Votes:

Type of Voting	Number of members, voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 26 shareholders in respect of 23747158 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.



(d) Resolution No. 4:

Ordinary Resolution for ratification of remuneration of the Cost Auditors:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	824	911633950	100%
E-voting (During AGM)	8	7167	100%
Total	832	911641117	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	42	2935	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	42	2935	Negligible

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 15 shareholders in respect of 1267 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.



(e) Resolution No. 5:

Special Resolution for Re-appointment of Mr. Apurva S. Diwanji (DIN: 00032072) as an Independent Director for the second term of 5 consecutive years:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	709*	815069411	96.90%
E-voting (During AGM)	7	7072	98.67%
Total	716	815076483	96.90%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	139*	26051286	3.10%
E-voting (During AGM)	1	95	1.33%
Total	140	26051381	3.10%

* One Shareholder, who has voted partly in favour and partly against the resolution, has been included both in number of members voted in favour and against the resolution.

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 34 shareholders in respect of 70517455 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.



(f) Resolution No. 6:

Special Resolution for paying commission to non-executive directors:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	731	887348742	99.94%
E-voting (During AGM)	8	7167	100%
Total	739	887355909	99.94%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	128	542380	0.06%
E-voting (During AGM)	Nil	Nil	Nil
Total	128	542380	0.06%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 22 shareholders in respect of 23747030 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.



(f) Resolution No. 7:

Ordinary Resolution for re-appointment of Mr. Ganesh N. Nayak (DIN: 00017481) as Executive Director of the Company for a period of 3 years:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	690	864063296	97.23%
E-voting (During AGM)	8	7167	100%
Total	698	864070463	97.23%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	166	24587390	2.77%
E-voting (During AGM)	Nil	Nil	Nil
Total	166	24587390	2.77%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 25 shareholders in respect of 22987466 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover there is one shareholder who has not voted in respect of 138205 equity shares, out of its total shareholding of 561126 equity shares, which are considered as partly unutilized votes.



5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “Invalid” for each resolution and also resolutions received from corporate shareholders etc. Will be returned for safe keeping by our separate letter to the Company.
6. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 11th August, 2021




Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:

For, CADILA HEALTHCARE LIMITED

Chairman/Authorised Signatory

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

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-400051</u> Symbol: Cadilahc
Date: August 11, 2021	
Re.: Details of Voting Results at the Twenty Sixth Annual General Meeting of the Company pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	

Dear Sir / Madam,

Please find enclosed details of Voting Results, in the prescribed format, of the Twenty Sixth Annual General Meeting of the Company held on August 11, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The said details are also being uploaded on the Company's website.

We request you to note the above.

Thanking you,

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

DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above.

Cadila Healthcare Limited -Twenty Sixth Annual General Meeting (" AGM ") Voting Results	
Date of the AGM	Wednesday, August 11, 2021
Total number of shareholders on Cut-off Date i.e. August 4, 2021	3,41,360
Number of shareholders present in the meeting either in person or through proxy	N.A.
Promoters and Promoter Group	8
Public	92
Number of shareholders attended the meeting through Video Conferencing	100 number of shareholders attended the meeting through VC / OAVM

Resolution No. 1

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Adoption of Audited Financial Statements (including audited consolidated financial statements) for the year ended on March 31, 2021 and the Report of Board of Directors and Auditors thereon					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100
Public – Institutions	Remote E-Voting	159464296	139149193	87.2604	139149193	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	139149193	87.2604	139149193	0	100
Public – Non Institutions	Remote E-Voting	97743870	5971411	6.1092	5970932	479	99.9920	0.0080
	E-voting during AGM		7167	0.0073	7167	0	100	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5978578	6.1165	5978099	479	99.9920
Total		1023742600	911617205	89.0475	911616726	479	99.9999	0.0001

Resolution No. 2:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Declaration of Final Dividend of Rs. 3.50/- (350%) per equity share for the Financial Year ended on March 31, 2021					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100
Public – Institutions	Remote E-Voting	159464296	139177197	87.2780	139177197	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	139177197	87.2780	139177197	0	100
Public – Non Institutions	Remote E-Voting	97743870	5971521	6.1094	5966503	5018	99.9160	0.0840
	E-voting during AGM		7167	0.0073	7167	0	100	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5978688	6.1167	5973670	5018	99.9161
Total		1023742600	911645319	89.0502	911640301	5018	99.9994	0.0006

Resolution No. 3:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Re-appointment of Mr. Mukesh M. Patel (DIN-00053892) as a Director liable to retire by rotation					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100
Public – Institutions	Remote E-Voting	159464296	115430327	72.3863	102328984	13101343	88.6500	11.3500
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	115430327	72.3863	102328984	13101343	88.6500
Public – Non Institutions	Remote E-Voting	97743870	5971233	6.1091	5967610	3623	99.9393	0.0607
	E-voting during AGM		7167	0.0073	7072	95	98.6745	1.3255
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5978400	6.1164	5974682	3718	99.9378
Total		1023742600	887898161	86.7306	874793100	13105061	98.5240	1.4760

Resolution No. 4:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Ratification of remuneration to Cost Auditors					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100
Public – Institutions	Remote E-Voting	159464296	139177197	87.2780	139177197	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	139177197	87.2780	139177197	0	100.0000
Public – Non Institutions	Remote E-Voting	97743870	5970254	6.1081	5967319	2935	99.9508	0.0492
	E-voting during AGM		7167	0.0073	7167	0	100	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5977421	6.1154	5974486	2935	99.9509
Total		1023742600	911644052	89.0501	911641117	2935	99.9997	0.0003

Resolution No. 5:

Resolution required: (Ordinary / Special)			Special						
Whether promoter / promoter group are interested in the agenda / resolution			No						
Description of resolution considered			Re-appointment of Mr. Apurva S. Diwanji (DIN-00032072) as an Independent Director for the second term of five consecutive years						
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0	
	E-voting during AGM		0	0	0	0	0	0	
	Postal Ballot (if applicable)		Not Applicable						
	Total		766534434	766489434	99.9941	766489434	0	100	0
Public – Institutions	Remote E-Voting	159464296	68660029	43.0567	48411214	20248815	70.5086	29.4914	
	E-voting during AGM		0	0	0	0	0	0	
	Postal Ballot (if applicable)		Not Applicable						
	Total		159464296	68660029	43.0567	48411214	20248815	70.5086	29.4914
Public – Non Institutions	Remote E-Voting	97743870	5971234	6.1091	168763	5802471	2.8263	97.1737	
	E-voting during AGM		7167	0.0073	7072	95	98.6745	1.3255	
	Postal Ballot (if applicable)		Not Applicable						
	Total		97743870	5978401	6.1164	175835	5802566	2.9412	97.0588
Total			1023742600	841127864	82.1620	815076483	26051381	96.9028	3.0972

Resolution No. 6:

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Payment of commission to non-executive directors					
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100.0000
Public – Institutions	Remote E-Voting	159464296	115430327	72.3863	114900421	529906	99.5409	0.4591
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	115430327	72.3863	114900421	529906	99.5409
Public – Non Institutions	Remote E-Voting	97743870	5971361	6.1092	5958887	12474	99.7911	0.2089
	E-voting during AGM		7167	0.0073	7167	0	100	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5978528	6.1165	5966054	12474	99.7914
Total		1023742600	887898289	86.7306	887355909	542380	99.9389	0.0611

Resolution No. 7:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Re-appointment of Mr. Ganesh N. Nayak (DIN-0017481) as the Executive Director for a period of three years					
Promoter and Promoter Group	Remote E-Voting	766534434	766489434	99.9941	766489434	0	100	0
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		766534434	766489434	99.9941	766489434	0	100.0000
Public – Institutions	Remote E-Voting	159464296	116190028	72.8627	91604813	24585215	78.8405	21.1595
	E-voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		159464296	116190028	72.8627	91604813	24585215	78.8405
Public – Non Institutions	Remote E-Voting	97743870	5971224	6.1091	5969049	2175	99.9636	0.0364
	E-voting during AGM		7167	0.0073	7167	0	100	0
	Postal Ballot (if applicable)		Not Applicable					
	Total		97743870	5978391	6.1164	5976216	2175	99.9636
Total		1023742600	888657853	86.8048	864070463	24587390	97.2332	2.7668