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CIN:L24230GJ1995PLC025878

BSE Limited 1 <sup>st</sup> Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
<b>Kind Attn.:</b> Mr. Sanjay Golecha / Mr. Gopalkrishnan	<b>Kind Attn.:</b> Famroze Pochara Asst. Vice President
<b>Code:</b> 532321	<b>Symbol:</b> CADILAHC
<b>Date:</b> August 4, 2016	
<b>Sub.:</b> Proceedings of the 21 <sup>st</sup> Annual General Meeting held on Wednesday, the August 3, 2016.	

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the proceedings of the 21<sup>st</sup> Annual General Meeting of the members of the Company held on Wednesday, the August 3, 2016 at 11.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 for your information and records.

We request your good office to receive the same in order.

Thanking you,

Yours faithfully,

FOR CADILA HEALTHCARE LIMITED

  
**UPEN H. SHAH**  
**COMPANY SECRETARY**



Encl.: as above

## Cadila Healthcare Limited

Proceedings of the 21<sup>st</sup> Annual General Meeting of Cadila Healthcare Limited held on Wednesday, the 3<sup>rd</sup> day of August, 2016 commenced at 11.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 and concluded at 12.15 p.m.

### Sitting on the dais:

Mr. Pankaj R. Patel	-	Chairman & Managing Director
Dr. Sharvil P. Patel	-	Deputy Managing Director
Mr. Humayun Dhanrajgir	-	Director
Mr. Nitin R. Desai	-	Director
Ms. Dharmishta N. Rawal	-	Director
Mr. Apurva S. Diwanji	-	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, [the Act] for a total of 76,55,55,230 shares aggregating to 74.78% of the total paid-up equity share capital were received.

Further, the Company had received 2 valid proxies for 1,12,40,103 equity shares representing 1.10% of the total paid-up equity share capital.

134 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 and other invitees to the 21<sup>st</sup> 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' and Key Managerial Personnel 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.

With the permission of the members present at the meeting, the Notice convening the 21<sup>st</sup> Annual General Meeting of the Company, 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 that require reading Auditors' Report pursuant to the provisions of the section 145 of the Companies Act, 2013.

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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 on profitability and sales for the next three years etc., which were responded by the Chairman and Managing Director. Mr. Nitin D. Parekh, Chief Financial Officer of the Company responded the questions pertaining to accounts of the Company and its subsidiaries.

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 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 convening the 21<sup>st</sup> AGM of the Company will be passed through poll process by the members / representatives and proxy holders present at the meeting who did not participate in remote e-voting and were present in person / through proxies 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 for remote e-voting and 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 the following resolutions as set out at Items 1 to 10 of the Notice of the 21<sup>st</sup> Annual General Meeting and requested all to cast their votes at the meeting venue:

**Ordinary business:**

1. Adoption of audited Financial Statements including Consolidated Financial Statements, for the year ended on March 31, 2016,
2. Confirmation of Interim Dividend declared and paid as final dividend,
3. Reappointment of Dr. Sharvil P. Patel, Deputy Managing Director retiring by rotation,
4. Approval of appointment of Statutor Auditors and to fix their remuneration.

**Special business:**

5. Re-appointment of Mr. Pankaj R. Patel as Chairman and Managing Director of the Company,
6. Appointment of Mr. Apurva S. Diwanji as an Independent Director of the Company,
7. Payment of commission to Directors other than Managing Director, Deputy Managing Director or Whole-time Director,
8. Ratification of remuneration of Cost Auditors,



9. Issue of securities through Qualified Institutional Placement / Foreign Currency Convertible Bonds, etc.
10. Issue of Secured / unsecured Redeemable Non-convertible Debentures / Bonds.

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](http://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 21<sup>st</sup> Annual General Meeting of the Company.

Place: Ahmedabad  
Date: 3<sup>rd</sup> August, 2016

A circular purple stamp with the text "CADILA HEALTHCARE LIMITED" around the top edge and "AHMEDABAD" in the center. A small star is at the bottom of the circle. To the right of the stamp is a handwritten signature in green ink.

**PANKAJ R. PATEL**  
**CHAIRMAN OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING**