

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– 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		Ordinary Resolution No. 2– Alteration in Capital Clause of Memorandum of Association	
	No. of Postal Ballot Forms	No. of Equity Shares (Votes)	No. of Postal Ballot Forms	No. of Equity Shares (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 [99.9989%]	1120	181924467 [99.9961%]
Valid Votes cast against the resolution and its %	12	1971 [0.0011%]	20	7044 [0.0039%]



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'Zydus Tower',
Satellite Cross Roads,
Ahmedabad 380 015. India.
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Fax : +91-79-2686 2368
www.zyduscadila.com
CIN:L24230GJ1995PLC025878

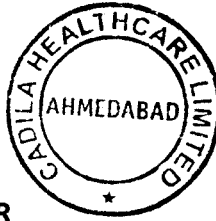
Accordingly, the aforesaid Ordinary Resolutions for which Postal Ballot process was conducted by the Company stand passed by the shareholders with requisite majority.

The result of the Postal Ballot is also posted on the Company's website at www.zyduscadila.com

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) 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
	Total	181931008	99.9989	1971	0.0011	9630
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
	Total	181924467	99.9961	7044	0.0039	9869

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,

D D Sanghavi

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



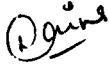
Place: Ahmedabad

Date: September 22, 2015

We, the undersigned witnesseth that the votes were unblocked and downloaded from the CDSL website (www.evotingindia.com) 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

