



Form MGT-13
Report of Scrutinizer
*[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*



29-Mar-19
To,
Chairman,
Cadila Healthcare Ltd.
Zydus Tower,
Satellite Cross Roads,
Sarkhej- Gandhinagar Highway,
Nr. Iscon Temple,
Ahmedabad-380015.

Re: Consolidated Scrutinizer's Report on Postal Ballot conducted vide Postal Ballot Notice dated February 7, 2019 and remote e-Voting conducted pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 for seeking votes on two Special Resolutions of Cadila Healthcare Limited ["the Company"].

I Dilip P. Shah, Practicing Chartered Accountant, had been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to section 108 of the Companies Act, 2013 ["the Act"] read with rule 20 of the Companies (Management and Administration) Rules 2014, for the conducting the postal ballot process and remote e-voting process in respect of the below mentioned resolutions vide Postal Ballot Notice dated February 7, 2019.

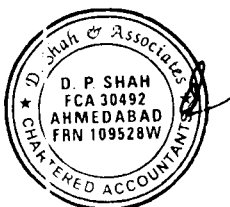
The Notice of Postal Ballot dated February 7, 2019 along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned two special resolutions proposed to be passed by Postal Ballot. First Special Resolution pertains to continuation of Mr. Humayun Dhanrajgir as an Independent Director till July 31, 2019, which is within the residual period of his current tenure. Second Special Resolution pertains to re-appointment of Mr. Nitin R. Desai as an Independent Director for a period of five years from 24th Annual General Meeting in the calendar year 2019 till 29th Annual General Meeting in the calendar year 2024.

In addition to the Postal Ballot process, the Company has availed and provided the e-voting facility offered by Central Depository Services [India] Limited ["CDSL"] for conducting remote e-voting by the shareholders of the Company who had not cast their vote through postal ballot.

The shareholders of the Company holding shares as on the "cut-off" date i.e. February 15, 2019 were entitled to vote on the resolutions as contained in the said Notice of Postal Ballot.

The voting period for Postal Ballot commenced upon receipt of the Postal Ballot Notice dated February 7, 2019 by the share holders of the company whereas the remote e-voting commenced on Thursday, February 28, 2019 [9.00 a.m. IST] and ended on Friday, March 29, 2019 [5.00 p.m. IST] and the e-voting platform was blocked thereafter.

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After the closure of the voting by Postal ballot, 692 Postal ballots received were handed over to me and report on Postal Ballot received was prepared and was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting by both the process the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated report as under on the result of the postal ballot and remote e-voting in respect of the said resolutions.

Item No. of Notice	Particulars of business	Voting in favour of the resolution			Votes against the resolution			Invalid Votes	
		No. of members voted	Nos. of votes	% of valid votes cast	No. of members voted	Nos. of votes	% of valid votes cast	Nos. of members	Total number of votes
Item No. 1 of the Notice (As a Special Business)	Postal Ballot	613	362254	0.0403	33	11655	0.0013	43	24789
	E-voting	282	847707364	94.2388	231	51449954	5.7196	0	0
	Total	895	848069618	94.2791	264	51461609	5.7209	43	24789
Item No. 2 of the Notice (As a Special Business)	Postal Ballot	590	291288	0.0335	33	78599	0.0090	43	24789
	E-voting	446	865332790	99.3786	57	5040932	0.5789	0	0
	Total	1036	865624078	99.4121	90	5119531	0.5879	43	24789

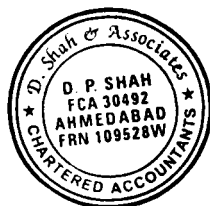
Both the resolutions stand passed under Postal Ballot and e-voting with requisite majority.

Details containing list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each of the resolutions is submitted to the Company Secretary in soft copy.

The Register, Postal ballot papers received and all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and publishes the consolidated result of the poll process and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours faithfully,

DILIP P. SHAH
Practicing Chartered Accountant
Membership No. FCA030492

Place Ahmedabad

Date 29-Mar-19

Announcement of the consolidated Results of Remote E-Voting and voting conducted through physical Postal Ballot on the Special Resolutions contained in the Postal Ballot Notice dated February 7, 2019 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], the Company had provided remote e-voting facility to the members for exercising the voting rights apart from voting through physical Postal Ballot forms.

The voting on the 2 special resolutions contained in the Postal Ballot Notice dated February 7, 2019 were casted through remote e-voting and physical Postal Ballot forms. Based on the report submitted by Mr. Dilip P. Shah, Practicing Chartered Accountant, the Scrutinizer appointed for the same, I declare the two special resolutions contained in the Postal Ballot Notice dated February 7, 2019 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			Invalid Votes	
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For, CADILA HEALTHCARE LIMITED

P. Patel

PANKAJ R. PATEL
CHAIRMAN



Place: Ahmedabad

Date: March 30, 2019

CADILA HEALTHCARE LIMITED

Minutes of the Postal Ballot Exercise of Cadila Healthcare Limited having its Registered Office at "Zydus Tower", Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380015 as per the results declared on Saturday, March 30, 2019

Present

1. Mr. Pankaj R. Patel - Chairman
2. Dr. Sharvil P. Patel - Managing Director

InAttendance

1. Mr. Nitin D. Parekh - Chief Financial Officer
2. Mr. Dhaval N. Soni - Company Secretary

SpecialInvitee

Mr. Dilip P. Shah - Scrutinizer

The Chairman informed that the Company had on February 23, 2019 dispatched to all the shareholders, Postal Ballot Notice dated February 7, 2019 along with Postal Ballot Form and Business Reply Pre-paid Postage Envelopes, under Section 110 of the Companies Act, 2013 and Rule-22 of the Companies (Management and Administration) Rules, 2014, for obtaining the consent of the shareholders on the following two Special Resolutions by means of Postal Ballot:

Special Resolutions:

1. Continuation of Mr. Humayun Dhanrajgir as an Independent Director:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Humayun Dhanrajgir (DIN: 00004006), Non-Executive and Independent Director of the Company, be continued as an Independent Director of the Company to hold office till July 30, 2019, which is within the residual period of his current tenure, notwithstanding that Mr. Dhanrajgir is above 75 years of age.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

2. Re-appointment of Mr. Nitin Raojibhai Desai as an Independent Director:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Nitin R. Desai (DIN: 00140239), Non-Executive and Independent Director of the Company, be and is

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CHAIRMAN
INITIALS



hereby re-appointed as an Independent Director of the Company for a consecutive period of five years from the conclusion of 24th Annual General Meeting in the calendar year 2019 till the conclusion of 29th Annual General Meeting of the Company in the calendar year 2024, not liable to retire by rotation, notwithstanding that Mr. Desai is above 75 years of age.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

The Chairman stated that as mentioned in the said Notice dated February 7, 2019, the postal ballot forms sent therewith should be returned by the shareholders duly completed so as to reach to the Scrutinizer on or before 5.00 p.m. on March 29, 2019 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny.

The Chairman further stated that the remote e-voting period was open from 9:00 a.m. of February 28, 2019 till 5:00 p.m. of March 29, 2019 and the remote e-voting was disabled after 5:00 p.m. of March 29, 2019.

The Chairman thereafter stated that the Scrutinizer, Mr. Dilip P. Shah, carried out the scrutiny of all the postal ballot forms, received (both physical and by e-voting) upto 5.00 p.m. on March 29, 2019 and that Mr. Dilip P. Shah had submitted his report dated March 29, 2019.

The Chairman then announced the result of the Postal Ballot as per the Scrutinizer's Report as follows:

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	Total	1036	865624078	99.4121	90	5119531	0.5879	43	24789

The Chairman thereafter stated that the two Special Resolutions set out in the Postal Ballot Notice dated February 7, 2019 were therefore duly approved by the shareholders with the requisite majority.



Chairman

Place : Ahmedabad

Date : March 30, 2019

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