

# 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: 19<sup>th</sup> May, 2015

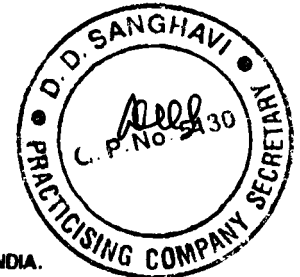
To,  
The Chairman  
Cadila Healthcare Limited  
Zydus Tower, Satellite Cross Road  
**Ahmedabad-380015**

Dear Sir,

### **Re: Passing of resolutions through postal ballot, including e-voting**

I, Dhirajlal D Sanghavi, Practicing 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 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) Ltd. (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 16<sup>th</sup> April, 2015, the dispatch of the Postal Ballot Notice dated 8<sup>th</sup> April, 2015 together with Postal Ballot Form ('Form') along with postage prepaid business reply envelopes and sending of e-mails for e-voting by electronic platform of CDSL to its shareholders whose name(s) appeared on the Register of Members as on 10<sup>th</sup> April, 2015, for seeking approval of businesses as per postal ballot notice dated 08<sup>th</sup> April, 2015.
2. In accordance with Postal Ballot Notice dated 08<sup>th</sup> April, 2015 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started 9.00 am on 17<sup>th</sup> April, 2015 and ended 5.00 pm on 18<sup>th</sup> May, 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](http://www.evotingindia.com)) at 5.30 pm on 18<sup>th</sup> May, 2015 in the presence of two witnesses, viz., Mr. Pares Dave and Mr. Narendra Tavde.
4. All postal ballot forms (including e-voting) received up to 5.00 p.m. on 18<sup>th</sup> May, 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) Pvt Ltd, Ahmedabad. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 10<sup>th</sup> April, 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 :

**Resolution No. 1:**

**Issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement [QIP] and / or Depository Receipts or any other modes for an amount not exceeding Rs. 10,000/- Crores.**

- i. Voted in favour of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
158	172151321	94.95%

- ii. Voted against the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
106	9156145	5.05%

- iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

**Resolution No. 2:**

**Enhancement in borrowing limits from Rs. 1,500 Crores to Rs. 10,000 Crores.**

- i. Voted in favour of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
238	180234998	99.41%



ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
26	1072468	0.59%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

**Resolution No. 3:**

**Issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds [NCDs] on private placement basis to the extent of Rs. 3,500 Crores.**

i. Voted **in favour** of the resolution:

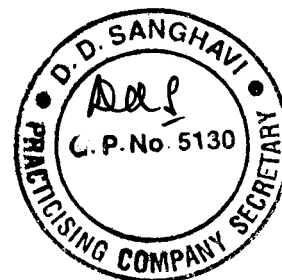
Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
252	181283213	99.95%

ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
14	90053	0.05%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065



**Resolution No. 4:**

**Creation of charge on Company's assets.**

i. Voted **in favour** of the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
233	180234752	99.41%

ii. Voted **against** the resolution:

Number of members voting through Postal Ballot and E-voting means	Number of votes casted by them	% of total number of valid votes casted
31	1072714	0.59%

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
2	1065

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,

*All Sangham*

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

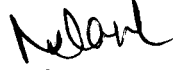


Place: Ahmedabad  
Date: 19<sup>th</sup> May, 2015

We, the undersigned witnesseth that the votes were unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5.30 p.m. on 18<sup>th</sup> May, 2015 at the office of Sharepro Services (India) Pvt Ltd., the Registrar and Share Tansfer Agent, Ahmedabad.

Date: 19<sup>th</sup> May, 2015

Place: Ahmedabad



Witness 1:

Mr. Paresh Dave  
B/401, Saptak Apartments,  
Bodakdev,  
Ahmedabad - 380 054



Witness 2 :

Mr. Narendra Tavde  
A/21, Siddhi Vinayak Park,  
Maninagar,  
Ahmedabad - 380 008

