

**Regd. Office :**  
'Zydus Tower',  
Satellite Cross Roads,  
Ahmedabad 380 015. India.  
Phone : +91-79-2686 8100 (20 Lines)  
Fax : +91-79-2686 2368  
www.zyduscadila.com  
CIN:L24230GJ1995PLC025878

April 1, 2017

Listing Department  
**BOMBAY STOCK EXCHANGE LIMITED**  
P J Towers, Dalal Street, Fort,  
Mumbai-400 001

**Code: 532 321**

Listing Department  
**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E),  
Mumbai-400 051

**Code: CADILAHC**

Re.: **Voting Results of the meeting of Equity Shareholders of the Company held on March 30, 2017 pursuant to the Final Order passed by National Company Law Tribunal ("NCLT")**

Dear Sir / Madam,

Please find enclosed the voting results of the NCLT convened meeting of the Equity Shareholders of the Company held on March 30, 2017 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Kindly take the same on record.

Thanking you,

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

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



Encl.: As above

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**OUTCOME OF VOTING OF NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS**

Date of the NCLT convened Meeting	March 30, 2017
Total Number of shareholders as on Cut-Off Date	81,893
Number of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	10
Public:	81
Number of shareholders present in the meeting through Video Conference:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary / Special)	Approval of majority in number representing Three Fourth of value of Shareholders			Consideration and approval of the Scheme of Arrangement between Cadila Healthcare Limited and Zydus Healthcare Limited and their respective Shareholders and Creditors				
Whether promoter / promoter group are interested in the resolution?	No							
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on shares  (3) = $\frac{[(2)/(1)]}{*100}$	No. of votes in favour  (4)	No. of votes against  (5)	% of votes in favour on votes polled  (6) = $\frac{[(4)/(2)]}{*100}$	% of votes against on votes polled  (7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	E-voting	765690230	765690230	100.0000	765690230	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		765690230	100.0000	765690230	0	100.0000	0.0000
Public Institutions	E-voting	173983974	60190826	34.5956	60190826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60190826	34.5956	60190826	0	100.0000	0.0000



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Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$
Public Institutions Non	E-voting	84068396	8207133	9.7624	8201857	5276	99.9357	0.0643
	Poll		21740	0.0259	21740	0	0.0000	0.0000
	Postal Ballot		326904	0.3889	323424	3480	98.9355	1.0645
	Total		8555777	10.1772	8547021	8756	99.8977	0.1023
Total		1023742600	834436833	81.5085	834428077	8756	99.9990	0.0010

For, **CADILA HEALTHCARE LIMITED**

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

Place: Ahmedabad  
Date: April 1, 2017





**CONSOLIDATED SCRUTINIZERS' REPORT**

To,  
**Mr. Humayun Dhanrajgir**  
**Chairman Appointed for the Meeting.**  
**M/s. Cadila Healthcare Limited**  
Zydus Tower, Satellite Cross Roads,  
Sarkhej-Gandhinagar Highway,  
Ahmedabad-380015

Date: 30<sup>th</sup> March, 2017

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING AND POLL AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF CADILA HEALTHCARE LIMITED HELD ON THURSDAY, THE 30<sup>TH</sup> MARCH, 2017 AT 10.00 A.M AT THE J. B. AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION, DR. VIKRAM SARABHAI MARG, ATIRA, AHMEDABAD-380015, GUJARAT, INDIA**

1) I, Hitesh D. Buch, Proprietor, Hitesh Buch & Associates, Practicing Company Secretary have been appointed by National Company Law Tribunal (NCLT), Ahmedabad Bench vide its Final Order dated 15<sup>th</sup> February 2017 as a Scrutinizer for the purpose of scrutinizing:

- i) The voting through postal ballot and Remote e-voting process (electronic voting) held between 28<sup>th</sup> day of February, 2017 to 29<sup>th</sup> day of March 2017 from 9.00 AM till 5.00 PM pursuant to the provisions of sections 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations); and
- ii) The poll conducted at the NCLT convened Meeting under the provisions of section 109 of the Act read with Rule 21 of the Rules;

in respect of the resolution contained in the Notice dated 18<sup>th</sup> February, 2017 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Thursday, the 30<sup>th</sup> day of March 2017 at 10.00 AM at J. B. Auditorium, Ahmedabad Management Association, ATIRA, Ahmedabad-380015, Gujarat, in the matter of the Scheme of Arrangement between M/s. Cadila Healthcare Limited (Transferor Company) and M/s. Zydus Healthcare Limited (Transferee Company) and their respective shareholders and creditors.

2) The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI LODR Regulations relating to voting through remote e-voting and through poll on the resolution contained in the Notice of the Meeting.





- 3) The Company has appointed M/s. Central Depository Services (India) Limited (CDSL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR Regulations, to provide remote e-voting facility to the Equity Shareholders of the company from 9.00 AM (0900 hours) of 28<sup>th</sup> day of February, 2017 to 29<sup>th</sup> day of March, 2017 till 5.00PM (1700 hours).
- 4) Our responsibility as a Scrutinizer for the voting process (through ballot, remote e-voting and poll at the Meeting), was restricted to scrutinize the postal ballot papers, remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on postal ballots, the reports generated from the remote e-voting system provided by CDSL and based on the poll taken at the Meeting.
- 5) The voting through postal ballot, e-voting and poll at the NCLT convened meeting was conducted to consider, and if thought fit, to pass the following resolution with or without modification:
- "RESOLVED THAT pursuant to the provisions of section 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notification made thereunder(including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No.CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015, the observation letter issued by each of the BSE Limited and the National Stock Exchange of India Limited, both dated January 20, 2017 and the subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, Ahmedabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such condition and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Boards of Directors of the Company (hereinafter referred to as a "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Cadila Healthcare Limited and Zydus Healthcare Limited and their respective shareholders and creditors ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

**RESOLVED FURTHER THAT** the board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively





*implement the arrangement embodied in the scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the scheme or by any authorities under law, or as may be required for the purpose of resolving and questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the scheme, as the Board may deem fit and proper."*

- 6) The shareholders holding shares as on the "cut off" date i.e. 21<sup>st</sup> February, 2017 were entitled to vote on the proposed resolution reproduced above.
- 7) The e-voting period commenced on 28<sup>th</sup> February, 2017 at 09:00 AM (0900 hours) and ended on 29<sup>th</sup> March, 2017 at 5:00 PM (1700 hours).
- 8) Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 29<sup>th</sup> March, 2017 (at 05:00 PM), the e-voting portal was blocked for voting.
- 9) The electronic votes were unblocked on 30<sup>th</sup> March, 2017 at 11:00 AM in the presence of two witnesses, namely Minesh Vadinkar and Neha Doshi, who are not in the employment of the Company, and who have signed below in confirmation of the votes being unblocked in their presence.
- 10) The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence, there is no requirement of maintaining the list of shares with differential voting rights.
- 11) The details containing, inter alia, list of equity share holders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of Central Depository Services India Limited i.e. <https://www.evotingindia.com>.
- 12) 91 shareholders were present in person or through proxy at the NCLT Convened Meeting of the equity shareholders.
- 13) The sealed ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Link Intime India Private Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- 14) The poll papers, which were incomplete and/or which were otherwise found defective were treated as invalid and record for the same was maintained.



**A. Report on result of voting by Postal Ballot:**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast	Annexure No.
500	98.94	323424	98.04	"A"

\*One member holding 150 shares voted for 100 shares only.

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast	Annexure No.
10	1.06	3480	1.96	"B"

(iii) Invalid votes:

Reasons for invalidating the votes	Number of members present and voting (in person or by proxy)	Number of votes cast by members	Annexure No.
Vote not cast	23	15515	"C"
Signature Mismatch	20	27247	"C"
Not Signed	06	10650	"C"
No authorization for voting	01	75	"C"
Total	50	53487	"C"





**B. Report on result of voting through electronic voting:**

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	Number of votes cast by members*	% of total number of valid votes cast	Annexure No.
282	97.24	834082913	99.999	"D"

\*One member holding 1,30,898 shares voted for 77,509 shares only.

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast	Annexure No.
8	2.76	5276	0.001	"E"

(iii) **Invalid** Votes:

Reasons for invalidating the votes	Number of members present and voting (in person or by proxy)	Number of votes cast by members	Annexure No.
-	-	-	-

**C. Report on result of voting by poll at the NCLT convened meeting:**

(i) Out of 91 Equity shareholders present at the venue of the NCLT convened meeting of the equity shareholders, 21 equity shareholder holding 78,16,17,861 equity shares and who had attended the meeting, had already cast their vote by remote e-voting and therefore were not entitled to vote at the venue of the meeting. The details for the same have been attached in **ANNEXURE-F**.

(ii) Thus 70 Equity shareholders were issued 71 poll papers by the Company. One equity shareholder was given 2 poll papers as the said equity shareholder





was holding equity shares in two different folio number. The details for the same have been attached in **ANNEXURE-G**.

(iii) Poll papers of 19 equity shareholders holding 2,97,416 equity shares were not found in the ballot box, though said 19 equity shareholders attended the meeting. The details for the same have been attached in **ANNEXURE-H**.

(iv) Voted in favour of the resolution

Number of Poll Papers	Number of members present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast	Annexure No.
36	36	100*	21740	100	"I"

\*Excluding invalid votes

(v) Voted against the resolution

Number of Poll Papers	Number of members Present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast	Annexure No.
-NIL-	-NIL-	NIL	-NIL-	-NIL-	NIL

(vi) Invalid votes:

Reasons for invalidating the votes	Number of Poll Papers	Number of members Present and voting (in person or by proxy)	Number of Votes cast by members	Annexure No.
Signature Mismatch	8	8	2450	"J"
Not Exercised the votes	6	6	305	"J"
Not Signed	1	1	30	"J"
Total	15	15	2785	"J"



**D. Consolidated report on result of voting through Postal Ballot, Electronic Voting and Voting by Poll**

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	% of total number of members voted	Number of votes cast by members`	% of total number of valid votes cast
Through Postal ballot	500	98.04	3,23,424	98.94
Through Electronic Voting	282	97.24	83,40,82,913	99.999
Through voting by poll	36	100	21,740	100
Total	818	97.85	83,44,28,077	99.999

Note: Excluding invalid votes in case of postal ballot and voting by poll.

(ii) Voted **against** the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	% of total number of members voted	Number of votes cast by members`	% of total number of valid votes cast
Through Postal ballot	10	1.96	3480	1.06
Through Electronic Voting	8	2.76	5276	0.0006
Through voting by poll	-	-	-	-
Total	18	2.15	8756	0.0010

Note: Excluding invalid votes in case of postal ballot and voting by poll.

(iii) **Invalid votes**

Mode of Voting	Number of Members voted (in person or by proxy)	Number of votes cast by members
Through Postal ballot	50	53487
Through remote e-Voting	-	-
Through voting by poll	15	2785
Total	65	56272

The details of Equity shareholders in respect of combined report as above have been attached in **ANNEXURE -"K"**





**Note:**

- a) Shareholders whose signature differed from the signature registered with the Company /RTA, or who improperly voted, or without proper authorization are considered as invalid votes.

The postal ballot, ballot/poll papers and all other relevant records are handed over to the Company Secretary of the Company for safe custody.


Thanking You

  
Hitesh D. Buch

For Hitesh Buch & Associates  
Company Secretaries  
CP No. 8195  
FCS 3145



Place: - Ahmedabad  
Date: - 30<sup>th</sup> March, 2017

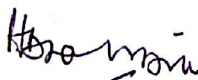
  
Witness 1:

Mr. Minesh Vadinkar  
Flat No 29 Tatsat Society  
B/h C.N. Vidyalaya  
Ambawadi  
Ahmedabad

  
Witness 2:

Ms. Neha Doshi  
B-3 Kamal Nayan Apartment  
Opp. Nest Hotel  
St. Xavier's' Cross Road  
Navrangpura, Ahmedabad

Counter Signed By  
For Cadila Healthcare Limited





Mr. Humayun Dhanrajgir  
Chairman Appointed for the NCLT Convened Meeting  
of the Equity shareholders of the Company.