

Dhirajlal D. Sanghavi

B.A. (Hons) B.Com., FCS

Practising Company Secretary

C. P. 5130 FCS 3229

To
The Chairman of
Cadila Healthcare Limited
Zydus Tower, Satellite Cross Roads
Sarkhej–Gandhinagar Highway
Ahmedabad – 380 015.

Re.: Consolidated Scrutinizer's Report on 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 and voting on Poll at the Twentieth Annual General Meeting (AGM) of Cadila Healthcare Limited (the Company) held on Wednesday, the August 12, 2015.

Dear Sir,

I Dhirajlal D. Sanghavi, Practising Company Secretary, 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 remote e-voting process in respect of the below mentioned resolutions passed at the 20th Annual General Meeting [AGM] of the Company held on Wednesday, the August 12, 2015 at 10.00 a.m. I was also appointed as Scrutinizer to conduct the poll process in respect of the poll taken at the said AGM.

The Notice dated May 15, 2015 along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company. The AGM had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date i.e. August 05, 2015 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, August 8, 2015 [9.00 a.m.] and ended on Tuesday, August 11, 2015 [5.00 p.m.] and the e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on poll taken at the meeting was generated in my presence and the voting 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 at the AGM the votes cast there under were counted.

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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 results of the remote e-voting and voting at the meeting through poll in respect of the said resolutions.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	% of total Voting	Nos.	% of total Voting	Nos.	% of total Voting
Item No. 1 of the Notice (As an Ordinary Business)	e-voting	180555187	99.03	10	0	5	0
	Poll	1765495	0.97	304	0	5071	0
	Total	182320682	100.00	314	0	5076	0
Item No. 2 of the Notice (As an Ordinary Business)	e-voting	180555192	99.03	10	0	0	0
	Poll	1765495	0.97	304	0	5071	0
	Total	182320687	100.00	314	0	5071	0
Item No. 3 of the Notice (As an Ordinary Business)	e-voting	177792094	97.51	2754108	1.51	9000	0
	Poll	1765495	0.97	304	0	5071	0
	Total	179557589	98.48	2754412	1.51	14071	0.01
Item No. 4 of the Notice (As an Ordinary Business)	e-voting	179395440	98.39	737485	0.40	422277	0.23
	Poll	680395	0.37	1085404	0.61	5071	0
	Total	180075835	98.76	1822889	1.01	427348	0.23
Item No. 5 of the Notice (As a Special Business)	e-voting	180555192	99.03	10	0	0	0
	Poll	1765493	0.97	306	0	5071	0
	Total	182320685	100.00	316	0	5071	0

All the resolutions stand passed under e-voting and poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours faithfully,

Dhirajal D. Sanghavi

Dhirajal D. Sanghavi
Practicing Company Secretary
Membership No. 3229



Witness:

1. *D. Jain*

2. *D. Jain*

Place : Ahmedabad