

Announcement of the consolidated results of remote e-voting and e-voting during the 1st Extra Ordinary General Meeting of Financial Year 2021-2022 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 and e-voting facility was also provided during the 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 (“**EOGM**”) of Cadila Healthcare Limited (“the **Company**”).

The voting on the special resolution contained in the Notice of EOGM dated May 15, 2021 was casted through remote e-voting and e-voting during EOGM. Based on the report submitted by Mr. Manoj Hurkat, Practicing Company Secretary, the Scrutinizer appointed for both, remote e-voting and e-voting during EOGM, I declare the special resolution contained in the Notice of EOGM as passed with requisite majority. The summary of results is as under:

Special Business	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.	Remote e-voting	913029207	99.98	208731	0.02
	E-voting during EOGM	225	100.00	0	N.A.
	Total	913029432	99.98	208731	0.02

For, **CADILA HEALTHCARE LIMITED**

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PANKAJ R. PATEL

**CHAIRMAN OF THE 1ST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2021-2022**

Place: Ahmedabad

Date: June 11, 2021

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of the Extra Ordinary General Meeting (EGM) of
CADILA HEALTHCARE LIMITED
Held on 11th June, 2021 at 10.00 a.m.
Through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Cadila Healthcare Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting at the time of Extra Ordinary General meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolution, considered in connection with the EGM held on 11th June, 2021 at 10.00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and also General Circular No. 02/2021-22 dated 13th January, 2021 (MCA Circulars) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 January 15, 2021 issued by the Securities and Exchange Board of India (‘SEBI Circulars’)
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars, SEBI Circulars and Rules relating to voting on the resolution contained in the Notice of Extra Ordinary General Meeting of the members of the Company.

My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both remote E-voting and E-voting during the EGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Tuesday, 8th June, 2021 (9.00 a.m.) to Thursday, 10th June, 2021 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 4th June, 2021 were entitled to vote on the resolution stated in the Notice of the EGM. The paid-up capital as on cut-off date was Rs. 102,37,42,600 divided into 102,37,42,600 Equity shares of Rs. 1/- each.
- III. The votes casted were subsequently unblocked by me on 11th June, 2021 at 10.50 a.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram society, Nana Chiloda, Ahmedabad-382345	
02.	Saloni Hurkat Sanyam-11/B, Ajanta Society, B/h LIC Society, Nr. Upasna Circle, Wadhwan-363005, Surendranagar	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

- V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For E-voting during the EGM:

- I. The e-voting was conducted together on the item mentioned in the Notice of EGM.
 - II. The E-voting during the EGM was conducted to enable the members of the Company who have attended the EGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
 - III. After ensuring that all the members who desire to cast their vote through E-voting at the EGM have exercised their right to vote and after seeking permission from the Chairperson of the EGM, E-voting during the EGM was closed/blocked.
 - IV. The electronic votes casted by the members during the EGM were subsequently unblocked by me immediately after the conclusion of EGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting during the EGM, were prepared based on report generated from the e-voting system of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the EGM, the result of the voting is as under:



Resolution 1:

Special Resolution for Sale of an undertaking of a wholly owned material subsidiary:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	719*	913029207	99.98%
E-voting (During EGM)	2	225	100%
Total	721*	913029432	99.98%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	18*	208731	0.02%
E-voting (During EGM)	Nil	Nil	Nil
Total	18*	208731	0.02%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During EGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

*Note: There was 1 shareholder in respect of 50913 equity shares who has casted partial votes in favour and partial votes against the resolution in Remote E-voting.



5. A compact disk (CD) / Excel Sheet and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “Invalid” for the resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 11th June, 2021




Signature of the Scrutinizer
[CS Manoj R Hurkat]

Countersigned by:

For, **CADILA HEALTHCARE LIMITED**

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Chairman/Authorised Signatory

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Bombay Stock Exchange Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
Date: June 11, 2021	
Re.: Details of Voting Results at the 1 st Extra Ordinary General Meeting of the Financial Year 2021-2022 of the Company pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	

Dear Sir / Madam,

Please find enclosed details of Voting Results in the prescribed format, of the 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 of the Company held on June 11, 2021 through Video Conference (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

The said details are also being uploaded on the Company’s website.

We request you to note of the above.

Thanking you,

Yours faithfully,

For, **CADILA HEALTHCARE LIMITED**

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DHAVAL N. SONI

COMPANY SECRETARY

Encl.: As above.

Cadila Healthcare Limited-1st Extra Ordinary General Meeting of the Financial Year 2021-2022 ("EOGM") Voting Results	
Date of the EOGM	Friday, June 11, 2021
Total number of Shareholders on Record Date	3,48,129
No. of Shareholders present in the meeting either in person or through proxy	N.A.
Promoters and Promoter Group	8
Public	53
No of shareholders attended the meeting through Video Conferencing	61 shareholders attended the meeting through VC / OAVM

Resolution No. 1

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	766534434	766534434	100	766534434	0	100	0
	E-voting during EOGM		0	0	0	0	0	0
	Postal Ballot [if applicable]		Not Applicable					
	Total		766534434	100	766534434	0	100	0
Public-Institutions	Remote E-Voting	154548835	136264557	88.1693	136056590	207967	99.8474	0.1526
	E-voting during EOGM		0	0	0	0	0	0
	Postal Ballot [if applicable]		Not Applicable					
	Total		154548835	136264557	88.1693	136056590	207967	99.8474
Public-Non Institutions	Remote E-Voting	102659331	10438947	10.1685	10438183	764	99.9927	0.0073
	E-voting during EOGM		225	0.0002	225	0	100.00	0
	Postal Ballot [if applicable]		Not Applicable					
	Total		102659331	10439172	10.1687	10438408	764	99.9927
Total		1023742600	913238163	89.2058	913029432	208731	99.9771	0.0229

For, **CADILA HEALTHCARE LIMITED**

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COMPANY SECRETARY

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Bombay Stock Exchange Limited 1 st Floor, P.J. Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai – 400 051
Date: June 11, 2021	
Re.: Proceedings of the 1 st Extra Ordinary General Meeting of the Financial Year 2021-2022 of the members of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 of the members of the Company held today i.e. June 11, 2021, pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find the same in order.

Thanking you,

Yours faithfully,

For, **CADILA HEALTHCARE LIMITED**

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DHAVAL N. SONI

COMPANY SECRETARY

Encl.: As above

Proceedings of the 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 ("EOGM") of Cadila Healthcare Limited held on Friday, June 11, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10.24 a.m.

Following Directors / Key Managerial Personnel / Auditors of the Company attended the EOGM through VC / OAVM:

- | | | |
|-----|-------------------------|---|
| 1. | Mr. Pankaj R. Patel | Chairman |
| 2. | Mr. Nitin R. Desai | Independent Director |
| 3. | Mr. Mukesh M. Patel | Non-Executive Director |
| 4. | Ms. Dharmishta N. Raval | Independent Director |
| 5. | Mr. Apurva S. Diwanji | Independent Director |
| 6. | Mr. Bhadresh K. Shah | Independent Director |
| 7. | Dr. Sharvil P. Patel | Managing Director |
| 8. | Mr. Ganesh N. Nayak | Executive Director |
| 9. | Mr. Nitin D. Parekh | Chief Financial Officer |
| 10. | Mr. Dhaval N. Soni | Company Secretary |
| 11. | Mr. Rajesh Hiranandani | Partner-Deloitte Haskins & Sells LLP, Statutory Auditors |
| 12. | Mr. Bharat Khombhadia | Sr. Manager- Deloitte Haskins & Sells LLP, Statutory Auditors |
| 13. | Mr. Manoj Hurkat | Secretarial Auditor and Scrutinizer appointed for Submitting his report on remote e-voting and e-voting during the EOGM |

Members Attendance

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 76,63,99,434 shares aggregating to 74.86% of the total paid-up equity share capital were received.

61 members attended the meeting in person including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, occupied the position of Chairman and welcomed the members and other invitees to the EOGM of the Company.

After ascertaining that requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman informed that this EOGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Mr. Rajesh Hiranandani, Partner and Mr. Bharat Khombhadia, Sr. Manager, representing Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company. The Chairman also acknowledged the presence of Mr. Nitin R. Desai, Chairman of Audit Committee and Nomination Remuneration Committee and Mr. Mukesh M. Patel, Chairman of Stakeholders' / Investors' Relationship Committee.

The Notice convening the EOGM of the Company dated May 15, 2021, as circulated to the members of the Company, was taken as read.

One shareholder asked about the rationale for the proposed sale / disposal of the Animal Healthcare Established Markets Undertaking, forming part of the special resolution. She also asked about the investors who is going to acquire the business undertaking, as mentioned in the special resolution. She also asked certain questions pertaining to COVID-19 situation and the progress of vaccine of the Company.

The Chairman clarified that the proposed slump sale was only for one of the business undertakings of the subsidiary company. He provided details of the entire process of sale and the rationale for sale of the business undertaking. The Chairman also mentioned that the sale is proposed to a consortium of investors led by Multiples, which is a private equity firm.

The Chairman also informed that since this EOGM is held for transacting the business as mentioned in the Notice of EOGM, the questions raised about the COVID-19 situation and the progress of vaccine will be duly answered separately.

The Chairman informed that as per section 108 of the 2013 Act read with rule 20 (Voting through electronic means) of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and regulation 44 of the Listing Regulations, 2015, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Chairman further informed that the special resolution prescribed in the Notice of EOGM will be passed through e-voting process by the members / representatives who did not participate in remote e-voting and who participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the EOGM, to conduct in a fair and transparent manner, scrutinize the voting and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following resolutions as set out in the Notice of EOGM were open for e-voting during the EOGM:

Special business:

To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.

The Chairman informed that the results of voting on the above resolution shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of consolidated Scrutinizer's Report within statutory time period. He further informed that the results shall also be uploaded on the Company's website www.zyduscadila.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman announced formal closure of the EOGM of the Company.

E-voting during the EOGM:

The Company Secretary explained in detail the procedure for e-voting during EOGM.

Result of the remote e-voting and e-voting during EOGM on the special business at the EOGM of the Company held on Friday, June 11, 2021:

On the basis of the consolidated Scrutinizer's Reports and the summary of voting mentioned in the following table, the Chairman announced the results of voting on June 11, 2021 that the special resolution provided in the Notice of EOGM has been duly passed by the requisite majority.

Special Business	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
To approve sale / disposal of Animal Healthcare Established Markets Undertaking of Zydus Animal Health and Established Markets Undertaking, a wholly owned material subsidiary, as per regulation 24(6) of the Listing Regulations.	Remote e-voting	913029207	99.98	208731	0.02
	E-voting during EOGM	225	100.00	0	N.A.
	Total	913029432	99.98	208731	0.02

The following special resolution, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 1st Extra Ordinary General Meeting of the Financial Year 2021-2022 held on June 11, 2021:

“RESOLVED THAT pursuant to the provisions of regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“the **Listing Regulations**”) and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (“the **Act**”) and rules framed thereunder (“**Rules**”) and subject to the Memorandum of Association and Articles of Association of Cadila Healthcare Limited (“**CHL**” or “the **Company**”) and subject to such statutory / regulatory and other approvals, sanctions, consents, permissions, authorizations, as may be required to be obtained, to the extent applicable and necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) to sell, transfer, hive off or otherwise dispose of whole of the undertaking of Zydus Animal Health and Investments Limited (“**Z AHL**”), a wholly owned material subsidiary of the Company, namely Animal Healthcare Established Markets Undertaking, which includes the business of development, manufacturing, processing, importing, exporting, marketing, selling, distributing, storing or otherwise dealing in drugs, vaccines and feed supplements for livestock, poultry, companion and other animals for markets in India and other countries across the world excluding: (a) United States of America; and (b) countries in the continent of Europe (other than Belarus, Russia and Ukraine), along with the embedded goodwill and includes immovable assets, movable assets, inventory, brands and intangible assets, certain licensed trademarks, contracts, licenses and permissions, business records, transferring employees along with employee benefit funds, insurance policies, other assets and assumed liabilities (“**Undertaking**”), (which excludes the other undertakings and the entire businesses of Z AHL other than the Undertaking i.e.

remaining business as defined in the business transfer agreement (“**BTA**”) as a going concern, by way of a slump sale as defined in section 2(42C) of the Income Tax Act, 1961 (“**Slump Sale**”), without values being assigned to the individual assets and liabilities, along with the goodwill associated with it by executing the BTA and other Ancillary Agreements, (BTA and other Ancillary Agreements are collectively referred to as “**Definitive Agreements**”) between ZAHL and Zenex Animal Health India Private Limited (formerly known as Nutrizvit Animal Health India Private Limited (CIN: U24299GJ2021PTC120998) (“**Purchaser**”), a company incorporated under the provisions of the Act, for an aggregate lump sum consideration of INR 2,921 crores (Indian Rupees Two Thousand Nine Hundred and Twenty One crores only), on debt free and cash free basis, subject to certain closing date adjustments as specified in the BTA, with effect from such date, in such manner and on such terms and conditions specified in the Definitive Agreements executed in relation to such transaction (sale / transfer / hive off / disposal of Undertaking from ZAHL to the Purchaser be termed as “**Transaction**”).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, desirable and / or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in relation to the transfer of the Undertaking of wholly owned material subsidiary of the Company, as they may in their absolute discretion deem fit and as may be necessary for the completion of the Transaction as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary forms and returns with the Registrar of Companies and other statutory authorities and to do all other acts, deeds and things as may be necessary.”

The above special resolution was passed with requisite majority through remote e-voting and e-voting during the EOGM.

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PANKAJ R. PATEL
CHAIRMAN OF THE 1ST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2021-2022

Place: Ahmedabad
Date: June 11, 2021