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Cadila
Healthcare Limited

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Date: 29th July, 2011

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

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

**AHMEDABAD STOCK EXCHANGE LIMITED**
Kamdhenu Complex,
Panjara Pole,
Ahmedabad–380 015

**Sub: Proceedings of the Sixteenth Annual General Meeting of the Company held on 19th July, 2011.**

Dear Sir,

With reference to the captioned subject, we forward herewith the proceedings of the 16th Annual General Meeting of the company held on 19th July, 2011, the same may please receive in order.

Thanking you,

With regards,
For, **CADILA HEALTHCARE LIMITED**

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

Encl.: As above

## CADILA HEALTHCARE LIMITED

**Proceedings of the Sixteenth Annual General Meeting of the Shareholders of the Company held on Tuesday, the 19th July, 2011 at 10.00 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.**

**Directors Present at the Meeting:**

| | | |
|---|---|---|
| Mr. Pankaj R. Patel | : | Chairman and Managing Director |
| Mr. Mukesh M. Patel | : | Director and Chairman of the Audit Committee |
| Mr. Sharvil P. Patel | : | Deputy Managing Director |
| Mr. H. Dhanrajgir | : | Director |

**Statutory Auditors Present at the Meeting:**

| | | |
|---|---|---|
| Mr. Mukesh M. Shah | : | Partner, M/s Mukesh M. Shah & Co. |

**In Attendance:**

| | | |
|---|---|---|
| Mr. Nitin D. Parekh | : | Chief Financial Officer |
| Mr. Upen H. Shah | : | Company Secretary |
| Mr. Jyotindra B. Gor | : | Chief Accounts Officer |

Mr. Pankaj R. Patel, Chairman of the Board of Directors of the Company took the Chair.

The Chairman extended a warm welcome to the shareholders present.

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

He announced that:

a) 96 shareholders holding 164,365,139 Equity Shares, including three Authorised Representatives and proxies were present at the time of commencement of the meeting.

b) 91 shareholders holding 50,029 Equity Shares were present in person at the commencement of the meeting.

c) Total 39 valid proxies for 5,299,674 Equity Shares were received of which, 3 proxy holders represented by 4,064,688 Equity Shares were present.

d) Total three representation for 160,250,392 Equity Shares of the Company were received and all were found in order and were present at the meeting.

The Chairman then informed that the Register of Proxies together with proxies were laid on the table and available for inspection to the shareholders till the conclusion of the meeting. The Chairman further informed that the Register of Directors' Shareholding, Register of Members and the Minutes of the general meetings of the shareholders were also available for inspection by the members.

With the permission of the members present at the meeting, the Notice dated 6th May, 2011 convening 16th Annual General Meeting of the Company, as circulated to the shareholders of the Company, was taken as read.

Thereafter, at the direction of the Chairman and as required under section 230 of the Companies Act, 1956, Mr. Upen H. Shah, Company Secretary read out the Auditors' Report to the members of the Company for the year ended on 31st March, 2011.

The Chairman then made a presentation to the members, highlighting the financial performance and major achievements of the Company during the year. In his presentation, the Chairman also informed the members about the strategic business alliances made by the Company, progress made in domestic as well as overseas markets like US, Brazil, Spain, Japan and France, formation of subsidiary companies in Mexico and progress made in the research and development areas.

The Chairman then took up formal agenda items of the Notice for the approval of the shareholders.

1. **Adoption of Accounts and reports**

The Chairman informed that Annual Report containing the Profit and Loss Account for the year ended on 31st March, 2011, Balance Sheet as on that date along with the Reports of the Directors thereon and the Auditors were posted to all the members and the originals thereof were available and laid before the meeting for inspection by the members.

The Chairman then requested the members to raise any queries while adoption of accounts.

The Chairman of the meeting and the Chief Financial Officer of the Company responded to the various queries of the shareholders.

Few shareholders appreciated the management for the excellent performance of the Company.

After satisfactory responding to the queries raised by the members, the Chairman proposed the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account of the Company for the year ended on that date and the Reports of the Auditors and Directors thereon together with Consolidated Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and the report of the auditors thereon as circulated to the shareholders be and the same are hereby approved and adopted."

Seconded by: Mr. Suresh Parekh

The resolution was then put to vote by show of hands and was carried out with majority with one shareholder holding four equity shares objecting without assigning any reason.

2. **Declaration of Dividend on Equity Shares.**

Mr. J. C. Modi, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT** a dividend of Rs. 6.25/- @ 125 % per equity share, aggregating to Rs.1,279,678,250/- on 20,47,48,520 equity shares of Rs.5/- each, be and is hereby declared and that the dividend shall be made payable to those shareholders of the Company whose names appear in the Register of Members of the Company on 19th July, 2011 in respect of members holding shares in physical form and as per the list of beneficiaries downloaded from the depositories as on book closure date for the members holding shares in electronic form."

Seconded by: Mr. Suresh Parekh

The resolution was then put to vote by show of hands and was carried unanimously.

3. **Re-appointment of Mr. Humayun Dhanrajgir, who retired by rotation and being eligible offered himself for re-appointment.**

The Chairman gave brief introduction of Mr. Humayun Dhanrajgir.

Mr. Narendra Kansara, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT** Mr. Humayun Dhanrajgir, Director of the Company, who retires by rotation at the Sixteenth Annual General Meeting of the Company, being eligible offered himself for re-appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation."

Seconded by: Mr.J. C. Modi

The resolution was then put to vote by show of hands and was carried out with majority with one shareholder holding four equity shares objecting without assigning any reason.

4. **Appointment of Statutory Auditors and to fix their remuneration.**

Mr. J. C. Modi, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad, [Firm Registration No.106625W] be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company plus Service Tax and reimbursement of out of pocket expenses as may be incurred by them for conducting the audit of the Company, for the financial year ending on 31st March, 2012."

Seconded by: Mr. Suresh Parekh

The resolution was then put to vote by show of hands and was carried unanimously.

5. **Reappointment of Mr. Pankaj R.. Patel as Managing Director.**

As Mr. Pankaj R. Patel, Chairman of the meeting was interested in the Agenda Item pertaining to his re-appointment, he vacated the Chair.

Mr. Mukesh M. Patel took the Chair.

Mr. J. C. Modi, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of sections 198, 269, 309 and 310 read with Schedule-XIII and other applicable provisions, if any, of the Companies Act, 1956 [the Act], including any statutory modifications or re-enactment thereof, consent of the members be and is hereby accorded to the re-appointment of Mr. Pankaj R. Patel as Managing Director of the Company for a period of five years with effect from 1st September, 2011 on a remuneration upto 5% of the net profits of the Company computed in the manner laid down in sections 349 and 350 of the Act during any financial year or such other limits as may be prescribed by Central Government from time to time and on other terms and conditions as setout in the draft agreement.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Pankaj R. Patel will be paid remuneration within the ceiling limit prescribed under section II of part II of Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof.

**RESOLVED FURTHER THAT** in addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling of minimum remuneration stated hereinabove;

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,

(b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and

(c) Encashment of leave at the end of tenure of appointment of Managing Director.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Seconded by: Mr. Narendra Kansara

The resolution was then put to vote by show of hands and was carried out with majority with one shareholder holding four equity shares objecting without assigning any reason.

6. **Appointment of Mr. Nitin Raojibhai Desai as director of the Company**

Mr. Pankaj R. Patel again took a Chair and gave brief introduction of Mr. Nitin Raojibhai Desai. He further informed the members that as Mr. Nitin Raojibhai Desai is out of India, he could not attend the Annual General Meeting

Mr. Suresh Parekh, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** Mr. Nitin Raojibhai Desai, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th May, 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 260 of the Companies Act, 1956 ["the Act'] and in respect of whom the Company has received a notice in writing from a member under section 257 of the Act together with deposit of Rs. 500/- in cash proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation."

Seconded by: Mr. J. C. Modi

The resolution was then put to vote by show of hands and was carried unanimously.

The Chairman then declared the meeting as over and thanked the members for participating in the meeting and their continuous support to the Company.

**PANKAJ R. PATEL**
**CHAIRMAN OF THE MEETING**

Date: 28th July, 2011
Place: Ahmedabad.