

CADILA HEALTHCARE LIMITED

Proceedings of the Seventeenth Annual General Meeting of the Shareholders of the Company held on Monday, the 6th August, 2012 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
Mr. Nitin Raojibhai Desai	:	Director
Mr. Apurva S. Diwanji	:	Director

Statutory Auditors Present at the Meeting:

Mr. Mukesh M. Shah	:	Partner, M/s Mukesh M. Shah & Co.
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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 an order.

He announced that:

- a) 77 shareholders holding 173,385,261 Equity Shares, including five Authorised Representatives and six proxies were present at the time of commencement of the meeting.
- b) 66 shareholders holding 91,416 Equity Shares were present in person at the commencement of the meeting.
- c) Total 85 valid proxies for 8,301,433 Equity Shares were received of which, 6 proxy holders represented by 8,419,777 Equity Shares were present.
- d) Total five representation for 164,874,068 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 10th May, 2012 convening 17th 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, 2012.

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 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 March 31, 2012, 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.

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 March 31, 2012, Statement of Profit and Loss 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 March 31, 2012 and Statement of Profit and Loss 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. Prakash bhai Patel

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

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

Mr. Sonaji K. Kachhawa, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT a dividend of Rs. 7.50 @ 150 % per equity share, aggregating to Rs.1,535,613,900/- on 204,748,520 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 6th August, 2012 in respect of members holding shares in physical form and as per the list of beneficiaries down loaded from the depositories as on book closure date for the members holding shares in electronic form.”

Seconded by: Mr. Narendra Ambalal, a shareholder of the Company.

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

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

The Chairman gave brief introduction of Mr. Apurva S. Diwanji.

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

“RESOLVED THAT Mr. Apurva Diwanji, Director of the Company, who retires by rotation at the Seventeenth 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. Arvind P. Dabhi, a shareholder of the Company.

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

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 in conducting the audit of the Company, for the year ending March 31, 2013.”

Seconded by: Mr. Mahendra Bhogilal Shah, a shareholder of the Company.

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

5. **Reappointment of Dr. Sharvil P. Patel as Deputy Managing Director.**

As Mr. Pankaj R. Patel, Chairman of the meeting was interested in the Agenda Item pertaining to reappointment of Dr. Sharvil P. Patel as Deputy Managing Director, he vacated the Chair.

Mr. Mukesh M. Patel took the Chair and gave brief about Dr. Sharvil P. Patel.

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

“RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 read with schedule-XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to reappoint Dr. Sharvil P. Patel as Deputy Managing Director for a period of five years with effect from April 1, 2012 on the terms and conditions as set out in the draft agreement proposed to be executed between the Company and Deputy Managing Director and 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 Companies Act, 1956 (the “Act”) in each financial year during his tenure of appointment or such other limits as may be prescribed by the Central Government from time to time.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Deputy Managing Director, the Company has no profits or its profits are inadequate, remuneration by way of salary, dearness allowances, perquisites and other allowances shall be as per the limits set out in section II of part II of schedule XIII of the Companies Act, 1956 as minimum remuneration, unless otherwise determined by the Board of Directors.”

“RESOLVED FURTHER THAT in addition to the above, the Deputy 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,
- (c) Privilege annual leave on full salary for a period of 30 days for the financial year and encashment of such unutilized leaves at the end of the tenure and
- (d) Company's car with driver and telephone at residence for official purpose.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper on behalf of the Company."

Seconded by: Mr. Bharat Patel, a shareholder of the Company.

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

6. **Appointment of Branch Auditors:**

Mr. Pankaj R. Patel again took the Chair.

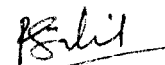
Mr. J. C. Mody, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to provisions of section 228 and other applicable provisions, if any, of the Companies Act, 1956 ["Act"], as amended or re-enacted from time to time, the Board be and is hereby authorised to appoint Branch Auditor[s] of any branch office of the Company, whether existing or which may be opened hereafter, in India or abroad, in consultation with the Company's Auditors, any person[s] qualified to act as Branch Auditor and to fix their remuneration."

Seconded by: Mr. Ramesh Kansara, a shareholder of the Company.

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: 6th August, 2012

Place: Ahmedabad.