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Cadila
Healthcare Limited

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

August 8, 2014

Bombay Stock Exchange Limited
1st Floor, P.J. Towers
Dalal Street
MUMBAI – 400 001

Kind Attn.: Mr. Sanjay Golecha
Mr. Gopalkrishnan

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra- Kurla Complex
Bandra – (East)
Mumbai – 400 051

Kind Attn.: Famroze Pochara
Asst. Vice President

Ahmedabad Stock Exchange Limited
Kamdhenu Complex
Opp. Sahajanand College
Panjra Pole,
Ahmedabad – 380 015

Re.: Proceedings of 19th Annual General Meeting.

Dear Sir

We are forwarding herewith the proceedings of the 19th Annual General Meeting of the members of the Company held on July 30, 2014, the same may please receive in order.

With regards,

Yours faithfully,
FOR **CADILA HEALTHCARE LIMITED**

UPEN H. SHAH
COMPANY SECRETARY

Encl.: As above.

Cadila Healthcare Limited

Proceedings of the 19th Annual General Meeting of Cadila Healthcare Limited held on Wednesday, the 30th day of July, 2014 at 10.00 a.m. at H.T. Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad–380 015.

Sitting on the dais:

Mr. Pankaj R. Patel	Chairman & Managing Director
Dr. Sharvil P. Patel	Deputy Managing Director
Mr. Mukesh M. Patel	Director
Mr. Humayun Dhanrajgir	Director
Mr. Nitin R. Desai	Director
Ms. Dharmishta N. Rawal	Director
Mr. Nitin D. Parekh	Chief Financial Officer
Mr. Upen H. Shah	Company Secretary

Members Attendance

Representations under section 113 of the Companies Act, 2013, [2013 Act] for a total of 153,111,046 shares aggregating to 74.78% of the total Share Capital were received.

Further, the Company has received 8 valid proxies for 252,800 equity shares representing 0.12% of the paid up capital.

69 members attended the meeting in person or through proxies, including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, took the Chair and welcomed the members to the 19th Annual General Meeting 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 an order.

The Chairman acknowledged the presence of Mr. Mukesh M. Shah, Partner of M/s. Mukesh M. Shah & Co, Chartered Accountants, the Statutory Auditors of the Company.

The Register of Directors' Shareholding, Register of Contracts, Register of Members, Proxy Register along with the proxies and original Minutes of the General Meetings were available during the Meeting for inspection by the Members. All material

documents referred to in Explanatory Statement to the Notice convening 19th Annual General Meeting were also available for inspection by the members.
With the permission of the members present at the meeting, the Notice convening the 19th Annual General Meeting of the Company, as circulated to the shareholders of the Company, was taken as read.

Thereafter, Mr. Pankaj R. Patel, Chairman and Managing Director made the presentation highlighting the performance of the Company and its joint ventures.

Shareholders asked questions mainly pertaining to right / bonus issue, splitting of shares, etc., which were responded by the Chairman and Managing Director.

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 clause 35B of the Listing Agreement, the Company had provided e-voting platform of Central Depository Services [India] Limited [CDSL] to the shareholders for exercising their voting rights.

The Chairman further informed that the resolutions prescribed in the Notice convening the 19th AGM of the Company will be passed through poll process by the members / representatives and proxy holders present at the meeting.

The Chairman stated that pursuant to the provisions of section 109 of the 2013 Act, Mr. D. D. Sanghavi, Practising Company Secretary [Membership No. FCS 3229] is appointed as Scrutinizer to conduct the poll process in a fair and transparent manner, scrutinize the poll papers and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members, proxy holders and representatives through poll process at the meeting venue.

The Chairman thereafter, ordered the Poll on resolutions as set out at Items 1 to 11 of the Notice of the 19th Annual General Meeting and requested all to cast their votes at the meeting venue , which remained open till the members /proxy holders and representatives had casted their votes.

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

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of Scrutinizer's Report on the Poll by 6th August, 2014. He further informed that the results shall also be uploaded on the Company's website www.zyduscadila.com together with the reports of the Scrutinizer - both on eVoting and on the Poll and shall be available at the Registered Office of the Company.

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The Chairman announced formal closure of the 19th Annual General Meeting of the Company.

Conduct of Poll:

Mr. Dhirajlal D. Sanghavi, Scrutinizer conducted the Poll, which included distribution of Polling papers, showing empty Poll boxes to the members and locking and sealing of empty Poll boxes in the presence of members and proxy holders. After ensuring that all members, proxy holders and representatives had casted their votes, the Scrutinizer closed the Poll at around 11:00 a.m. The Scrutinizer then took the custody of poll boxes.

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the 19th Annual General Meeting of the Company held on Wednesday, the 30th day of July, 2014

On the basis of the Scrutinizer's Report for the Electronic Voting dated 27th July, 2014 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated 30th July, 2014, the consolidated summary of which is mentioned hereunder, the Chairman announced the results of voting on 30th July, 2014 that all the Resolutions for the Ordinary and Special businesses as set out at Item No. 1 to 11 in the Notice of the 19th Annual General Meeting of the Company have been duly passed by the requisite majority.

Item No. of the Notice	Ordinary / Special Resolution	Votes in favour of the Resolutions		Votes Against the Resolutions		Invalid Votes Nos.	Status
		Nos.	%of total number of valid votes cast [Favour and Against]	Nos.	%of total number of valid votes cast [Favour and Against]		
1	Ordinary	173,467,663	99.9999	40	0.0001	0	Passed as an Ordinary Resolution
2	Ordinary	173,467,663	99.9999	30	0.0001	0	Passed as an Ordinary Resolution
3	Ordinary	173,189,653	99.8401	277,300	0.1599	0	Passed as an Ordinary Resolution
4	Ordinary	173,412,422	99.9999	40	0.0001	0	Passed as an Ordinary Resolution
5	Ordinary	173,142,614	99.8401	277,300	0.1599	0	Passed as an Ordinary Resolution
6	Ordinary	170,639,810	98.3989	2,776,743	1.6011	0	Passed as an Ordinary Resolution
7	Ordinary	173,227,344	99.8618	239,609	0.1382	0	Passed as an Ordinary Resolution
8.	Ordinary	173,467,663	99.9999	40	0.0001	0	Passed as an Ordinary Resolution

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Item No. of the Notice	Ordinary / Special Resolution	Votes in favour of the Resolutions		Votes Against the Resolutions		Invalid Votes Nos.	Status
		Nos.	%of total number of valid votes cast [Favour and Against]	Nos.	%of total number of valid votes cast [Favour and Against]		
9.	Special	173,467,628	99.9999	75	0.0001	0	Passed as Special Resolution
10.	Special	173,467,658	99.9999	45	0.0001	0	Passed as Special Resolution
11.	Special	173,207,801	99.9539	79,866	0.0461	0	Passed as Special Resolution

The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 11 in the Notice of the 19th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 19th Annual General Meeting of the Members held on 30th July, 2014.

Ordinary Business:

Item No. 1: Ordinary Resolution for adoption of Financial Statements for the year ended 31st March, 2014

"RESOLVED THAT the Audited stand-alone Balance Sheet as at March 31, 2014, 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, 2014 and consolidated 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."

Item No. 2: Ordinary Resolution for approval of dividend for the year 2013-14

"RESOLVED THAT a dividend of Rs.9.00 [@ 180 %] per equity share, aggregating to Rs.1,842,736,680/- 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 30th July, 2014 in respect of members holding shares in physical form and as per the list of beneficiaries provided by the depositories as on book closure date with respect to the members holding shares in electronic form."

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Item No. 3: Ordinary Resolution for reappointment of Mr. Apurva Diwanji, who retires by rotation

"RESOLVED that Mr. Apurva S. Diwanji (DIN 00032072), who retires In accordance with the provision of section 152 the Companies Act, 2013 and Article 119 of the Articles of Association of the Company and has offered himself for re-appointment be and is hereby appointed as a Director of the Company liable to retire by rotation."

Item No. 4: Ordinary Resolution for appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants as Auditors and fixing their remuneration

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, 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 while conducting the audit of the Company for the year ending March 31, 2015."

Special Business:

Item No. 5: Ordinary Resolution for appointment of Mr. H. Dhanrajgir as an Independent Director

"RESOLVED THAT pursuant to provisions of section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Mr. H. Dhanrajgir [DIN 00004006], an Independent Director of the Company, who is appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of the 24th Annual General Meeting in the calendar year 2019."

Item No. 6: Ordinary Resolution for appointment of Mr. Nitin Raojibhai Desai as an Independent Director

"RESOLVED THAT pursuant to provisions of section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-

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enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Mr. Nitin Raojibhai Desai [DIN 00140239], an Independent Director of the Company, who is appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of 24th Annual General Meeting in the calendar year 2019."

Item No. 7: Ordinary Resolution for appointment of Ms. Dharmishta N. Rawal as an Independent Women Director

"RESOLVED THAT pursuant to provisions of section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, Ms. D. N. Rawal [holding DIN 02792246], who was appointed as an Additional Director pursuant to provisions of section 161[1] of the Companies Act, 2013 and Article 67 of the Articles of Association and whose term of office expires at the Nineteenth Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 in writing from a member proposing her candidature for the Office of Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a period of five consecutive years for a term upto the conclusion of 24th Annual General Meeting in the calendar year 2019."

Item No. 8: Ordinary Resolution for ratification of remuneration of M/s Dalwadi & Associates., Cost Accountants

"RESOLVED THAT pursuant to provisions of section 148 and all other provisions, if any, of the Companies Act, 2013, and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force],the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors based on the recommendation of the Audit Committee of Rs. 1.02 mio to M/s Dalwadi & Associates., Cost Accountants appointed by the Board to conduct the audit of cost records pertaining to Pharmaceutical products manufactured by the Company for the financial year ending on March 31, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.

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Item No. 9: Special Resolution for Borrowing Powers of Board of Directors pursuant to provisions of section 180(1)(c) of the Companies Act, 2013

"RESOLVED THAT in supersession of the ordinary resolution passed at the 11th Annual General Meeting of the Company held on July 28, 2006 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force], consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time, apart from temporary loans obtained by the Company, exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceeds INR 15000 mio [Rupees Fifteen Thousand millions] over and above the aggregate of the paid up capital of the Company and its free reserves at any time."

Item No. 10: Special Resolution for issuance of Secured Redeemable Non-convertible Debentures

"RESOLVED THAT pursuant to the provisions of section 42 and any other applicable provisions of the Companies Act, 2013 [Act] read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and on Private Placement of Securities and Regulations 19 to 22 of the Securities and of Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 read with Schedule I thereof [including any statutory modification[s] or re-enactment thereof, for the time being in force] and subject to provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer and invite subscription for the Secured Redeemable Non-convertible Debentures ("Bonds"), to the extent of Rs. 3500 millions, in one or more tranches, during the current financial year ending on March 31, 2015, through private placement in conformity with rules, regulations and enactments as applicable from time to time subject to the total borrowing of the company not exceeding the borrowing powers approved by the shareholders under section 180(1)(c) of the Act and to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to the face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue Bonds as they may, in their absolute discretion, deem necessary.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto to give effect to this resolution."

Item No. 11: Special Resolution for alteration of Articles of Association

"RESOLVED THAT pursuant to provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Incorporation] Rules, 2014 [including any statutory modification[s] or re-enactment thereof, for the time being in force], the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution."

All the above resolutions were passed with requisite majority through e-voting and Poll process.

PANKAJ R. PATEL
CHAIRMAN OF THE 19TH ANNUAL GENERAL MEETING

Place: Ahmedabad
Date: 4th August, 2014

TRUE COPY
For, Cadila Healthcare Limited

Company Secretary