

CIPLA LIMITED

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013
Phone: (9122) 24826000, Fax: (9122) 24826893, Email: cosecretary@cipla.com, Website: www.cipla.com
Corporate Identity Number: L24239MH1935PLC002380

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the consent of its members in respect of the Special Business proposed to be passed by Postal Ballot, more specifically provided in the appended Resolutions.

Items of special business:

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Punita Lal (DIN: 03412604), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13th November 2014 upto 12th November 2019.”

2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nachiket Mor (DIN: 00043646), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13th November 2014 upto 12th November 2019.”

By Order of the Board
For Cipla Limited

Mumbai,
13th November 2014

Mital Sanghvi
Company Secretary

Notes:

1. The Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
2. The Notice is being sent to all the members whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on Friday, 14th November 2014.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, 14th November 2014.
4. The Board of Directors have appointed Mr. B. Narasimhan, Practising Company Secretary or failing him Mr. Keyoor Bakshi, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope.
6. In terms of clause 35B of the Listing Agreement and section 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company is pleased to provide e-voting facility as an alternative for Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is optional.

7. The voting period starts from 10.00 a.m. on Wednesday, 10th December 2014 and ends on 6.00 p.m. on Thursday, 8th January 2015. The e-voting module shall also be disabled by Karvy for voting thereafter.

8. The instructions for e-voting are as under:

A. In case of Members receiving an email from Karvy:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). If you are logging in for the first time, please enter the User ID and password mentioned in the email. After entering these details appropriately, click on "LOGIN".
- iii. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. If you are already registered with Karvy for e-voting, you can use the existing User ID and password for casting your vote.
- vi. On successful login, the system will prompt you to select the Event i.e. Cipla Limited
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 14th November 2014 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: ciplascrutinizer@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case of Members receiving physical copy of the Notice of Postal Ballot:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). If you are logging in for the first time, please enter the User ID and password mentioned in the Postal Ballot Form. After entering these details appropriately, click on "LOGIN".
- iii. Please follow all the steps from (iii) to (xii) as mentioned in (A) above, to cast your vote.

9. In case of any queries, please visit Help & FAQ's section available at <https://evoting.karvy.com> or contact Karvy on 1-800-3454001 (toll free) or contact Mr. P A Varghese of Karvy on (040) 44655140.

10. Members, who have received the Notice of Postal Ballot by email and who do not wish to avail the e-voting facility, may send a request for obtaining the physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., Karvy Computershare Pvt. Ltd., Unit: Cipla Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Thursday, 8th January 2015. Postal Ballot Forms received after this time and date shall be strictly treated as if the reply from the Member has not been received.
11. Members are requested to cast their vote only through one mode (physical Postal Ballot Form or e-voting). In case members cast their votes through both the modes, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
12. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form.
13. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.
14. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot Forms including e-voting. The results of the Postal Ballot will be announced at the Registered Office of the Company. The Results declared along with the Scrutinizer's Report will be available on the website of the Company (www.cipla.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall also be communicated to the Stock Exchanges.

STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Ordinary Resolution

The Board of Directors appointed Ms. Punita Lal as an Additional Director with effect from 13th November 2014 pursuant to section 161 of the Companies Act, 2013 read with the Company's Articles of Association.

Ms. Punita Lal, aged 52 years, is a graduate in Economics from St. Stephens College, New Delhi and PGDM from the Indian Institute of Management, Kolkata. She has a wide and vast experience in Marketing, Brand Management, Advertising and Business Strategy. Post a successful executive career, she is now focused on advisory roles. She is currently practising as an independent strategy and marketing consultant.

In her last role, Ms. Punita Lal was the CEO of NourishCo, a JV between PepsiCo and Tatas, where she was responsible for establishing and growing the business, and launching two beverage innovations in the first year of JV operations. An FMCG specialist, Ms. Lal worked in different senior marketing positions with Coca-Cola in China and the Far East until 2002. She then joined PepsiCo as the Head of Marketing for their South Asia business unit, where she was responsible for devising marketing and portfolio strategy across PepsiCo's beverage brands in South Asia, a USD 1 billion business. Ms. Lal began her career in the advertising industry where she worked for leading advertising firms – Lintas and J Walter Thompson.

As on the date of this Notice, she holds directorship of CEAT Limited.

As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any equity share in the Company. She is not related to any other Director of the Company.

Ms. Punita Lal is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Ms. Punita Lal being eligible is proposed to be appointed as an Independent Director for a term of 5 consecutive years upto 12th November 2019. The Company has received, along with the requisite deposit, a notice under section 160 of the Companies Act, 2013 in writing from a member proposing her appointment as a Director of the Company.

In the opinion of the Board, Ms. Punita Lal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter of appointment of Ms. Punita Lal as Independent Director setting out terms and conditions is available for inspection at the Registered Office of the Company during normal business hours on all working days.

Keeping in view her vast experience and knowledge, it will be in the interest of the Company that Ms. Punita Lal is appointed as an Independent Director and therefore the Board recommends the resolution for the approval by the members of the Company.

Except for Ms. Punita Lal, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Statement may be regarded as disclosure under clause 49 of the Listing Agreement.

Item No. 2: Ordinary Resolution

The Board of Directors appointed Dr. Nachiket Mor as an Additional Director with effect from 13th November 2014 pursuant to section 161 of the Companies Act, 2013 read with the Company's Articles of Association.

Dr. Nachiket Mor, aged 50 years, is a Yale World Fellow; has a Ph.D. in Economics from the Graduate School of Arts and Sciences at the University of Pennsylvania, with a specialization in Finance from the Wharton School; an MBA in Finance from the Indian Institute of Management, Ahmedabad; and a BS in Physics from the Mumbai University.

Dr. Mor worked with ICICI from 1987 to 2007 and was a member of its Board of Directors from 2001 to 2007. From 2007 to 2011, he served as the founding President of ICICI Foundation and during this period was also the Chair of the Governing Council of IFMR Trust and Board Chair of Financial Inclusion Network & Operations (FINO) Limited. In the past he has also served as a Board Member of Wipro for five years and was Chairman of Board of Fixed Income Money Market and Derivatives Association of India for two years.

He is a financial services expert having deep knowledge in banking and financial management in India.

As on the date of this Notice, he holds directorships of following companies :CRISIL Limited; CARE India Solutions for Sustainable Development and IKP Trusteeship Services Private Limited. He is also Board Member of Reserve Bank of India's Eastern Area Local Board and Board for Financial Supervision; National Bank for Agriculture and Rural Development and Institute for Financial Management and Research.

As on the date of this Notice, Dr. Nachiket Mor holds chairmanship of Corporate Social Responsibility Committee and membership of Audit Committee of CRISIL Limited.

As on date of this Notice, he does not hold by himself or for any other person on a beneficial basis, any equity share in the Company. He is not related to any other Director of the Company.

Dr. Nachiket Mor is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Dr. Nachiket Mor being eligible is proposed to be appointed as an Independent Director for a term of 5 consecutive years upto 12th November 2019. The Company has received, along with the requisite deposit, a notice under section 160 of the Companies Act, 2013 in writing from a member proposing his appointment as a Director of the Company.

In the opinion of the Board, Dr. Nachiket Mor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter of appointment of Dr. Nachiket Mor as Independent Director setting out terms and conditions is available for inspection at the Registered Office of the Company during normal business hours on all working days.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Dr. Nachiket Mor is appointed as an Independent Director and therefore the Board recommends the resolution for the approval by the members of the Company.

Except for Dr. Nachiket Mor, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Statement may be regarded as disclosure under clause 49 of the Listing Agreement.

By Order of the Board
For Cipla Limited

Mumbai,
13th November 2014

Mital Sanghvi
Company Secretary