

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24239MH1935PLC002380

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC1450B

(ii) (a) Name of the company

CIPLA LIMITED

(b) Registered office address

Cipla House, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai
Maharashtra
400013



(c) * e-mail ID of the company

cosecretary@cipla.com

(d) * Telephone number with STD code

2224826000

(e) Website

www.cipla.com

(iii) Date of Incorporation

17/08/1935

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

31/08/2021

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	77.81
2	G	Trade	G1	Wholesale Trading	22.19





III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

51

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Goldencross Pharma Limited	U24239MH2000PLC123766	Subsidiary	100

2	Meditab Specialities Limited	U23240MH1996PLC104442	Subsidiary	100
3	Cipla BioTec Limited	U24239GA2008PLC007374	Subsidiary	100
4	Jay Precision Pharmaceuticals 	U33111MH2012PTC234037	Subsidiary	60
5	Cipla Health Limited	U24100MH2015PLC267880	Subsidiary	100
6	Medispray Laboratories Private 	U52311GA1992PTC002801	Subsidiary	100
7	Sitec Labs Limited	U74999MH2000PLC129210	Subsidiary	100
8	Cipla Pharmaceuticals Limited	U24239MH2019PLC333266	Subsidiary	100
9	Cipla Medpro South Africa (Pty) 		Subsidiary	100
10	Cipla Holding B.V		Subsidiary	100
11	Cipla (EU) Limited		Subsidiary	100
12	Saba Investment Limited		Subsidiary	51
13	Cipla Australia Pty Limited		Subsidiary	100
14	Meditab Holdings Limited		Subsidiary	100
15	Cipla USA Inc		Subsidiary	100
16	Cipla Kenya Limited		Subsidiary	100
17	Cipla Malaysia Sdn. Bhd.		Subsidiary	100
18	Cipla Europe NV		Subsidiary	100
19	Cipla Quality Chemical Industr 		Subsidiary	51.18
20	Inyanga Trading 386 (Pty) Limi 		Subsidiary	100
21	Cipla Medpro Holdings (Pty) Li 		Subsidiary	100
22	Cipla Dibcare (Pty) Limited		Subsidiary	100
23	Cipla Life Sciences (Pty) Limite 		Subsidiary	100
24	Cipla-Medpro (Pty) Limited		Subsidiary	100
25	Cipla-Medpro Distribution Cen 		Subsidiary	100
26	Cipla Medpro Botswana (Pty) L 		Subsidiary	100

27	Cipla OLTP (Pty) Limited		Subsidiary	100
28	Medpro Pharmaceutica Proprie +		Subsidiary	100
29	Breathe Free Lanka (Private) Li +		Subsidiary	100
30	Cipla Medica Pharmaceutical a +		Subsidiary	50.49
31	Cipla Brasil Importadora E Dist +		Subsidiary	100
32	Cipla Maroc SA		Subsidiary	60
33	Cipla Middle East Pharmaceuti +		Subsidiary	51
34	Cipla Philippines Inc		Subsidiary	100
35	InvaGen Pharmaceuticals Inc		Subsidiary	100
36	Exelan Pharmaceuticals Inc		Subsidiary	100
37	Cipla Biotec South Africa (Pty) +		Subsidiary	100
38	CIPLA Algérie		Subsidiary	40
39	Cipla Therapeutics Inc.		Subsidiary	100
40	Cipla Technologies LLC		Subsidiary	100
41	Cipla Gulf FZ-LLC		Subsidiary	100
42	Mirren (Pty) Limited		Subsidiary	100
43	Madison Pharmaceuticals Inc. +		Subsidiary	100
44	Cipla (Jiangsu) Pharmaceutical +		Subsidiary	80
45	Cipla Colombia SAS		Subsidiary	100
46	Cipla (China) Pharmaceutical C +		Subsidiary	100
47	Brandmed (pty) Limited		Associate	30
48	Avenue Therapeutics, Inc.		Associate	32.5
49	Stempeutics Research Private L +		Associate	40.25
50	AMPSolar Power Systems Private +	U74996DL2019PTC345639	Associate	26
51	GoApptiv Private Limited	U74999MH2015PTC263070	Associate	21.85

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	875,000,000	806,463,279	806,463,279	806,463,279
Total amount of equity shares (in Rupees)	1,750,000,000	1,612,926,558	1,612,926,558	1,612,926,558

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	875,000,000	806,463,279	806,463,279	806,463,279
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,750,000,000	1,612,926,558	1,612,926,558	1,612,926,558

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	806,235,329	1,612,470,658	1,612,470,658	
Increase during the year	227,950	455,900	455,900	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	227,950	455,900	455,900	
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	806,463,279	1,612,926,558	1,612,926,558	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)		29/07/2020	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	200	Amount per Share/ Debenture/Unit (in Rs.)	2
Ledger Folio of Transferor		CIP0100213	

Transferor's Name	<input type="text" value="Damani"/>	<input type="text"/>	<input type="text" value="Sarawati Devi"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text" value="CIP0101119"/>	
Transferee's Name	<input type="text" value="Damani"/>	<input type="text" value="kamal"/>	<input type="text" value="Kishore"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text" value="10/11/2020"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="9,375"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="2"/>
Ledger Folio of Transferor		<input type="text" value="CIP0007965"/>	
Transferor's Name	<input type="text" value="Ghada"/>	<input type="text" value="Sumarbhai"/>	<input type="text" value="Hanif"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text" value="CIP0101142"/>	
Transferee's Name	<input type="text" value="Mehta"/>	<input type="text" value="R."/>	<input type="text" value="Rajendra"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

139,005,862,624.31

(ii) Net worth of the Company

199,275,641,609.07

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	114,708,572	14.22	0	
	(ii) Non-resident Indian (NRI)	174,907,187	21.69	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,059,212	0.75	0	

10.	Others	0	0	0	
	Total	295,674,971	36.66	0	0

Total number of shareholders (promoters)

17

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	130,782,419	16.22	0	
	(ii) Non-resident Indian (NRI)	6,115,183	0.76	0	
	(iii) Foreign national (other than NRI)	77	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	16,634,884	2.06	0	
4.	Banks	718,655	0.09	0	
5.	Financial institutions	5,100	0	0	
6.	Foreign institutional investors	105,323	0.01	0	
7.	Mutual funds	117,825,645	14.61	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,058,305	0.75	0	
10.	Others	232,542,717	28.83	0	
	Total	510,788,308	63.33	0	0

Total number of shareholders (other than promoters)

364,786

**Total number of shareholders (Promoters+Public/
Other than promoters)**

364,803

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EATON VANCE TRUST +	DEUTSCHE BANK AG DB HOUSE, H +		IN	54,669	0.01
INDIA VALUE INVESTMENT +	HDFC BANK LTD, CUSTODY SERVICE +		IN	49,404	0
TAIB SECURITIES MAU +	C/O. ICICI BANK LIMITED, SMS DEPT +		IN	1,250	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	16	17
Members (other than promoters)	242,901	364,786
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**(A) *Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	2.22	24.62
B. Non-Promoter	1	6	1	6	0.04	0.03
(i) Non-Independent	1	1	1	1	0.04	0.03
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	8	2.26	24.65

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dr. Y. K. Hamied	00029049	Director	163,967,687	
Mr. M. K. Hamied	00029084	Director	34,567,572	
Ms. Samina Hamied	00027923	Whole-time director	17,909,500	
Mr. Umang Vohra	02296740	Managing Director	323,114	
Mr. S. Radhakrishnan	02313000	Director	174,196	
Mr. Ashok Sinha	00070477	Director	0	
Dr. Peter Mugenyi	06799942	Director	0	
Mr. Adil Zainulbhai	06646490	Director	0	
Ms. Punita Lal	03412604	Director	0	
Ms. Naina Lal Kidwai	00017806	Director	0	
Mr. Kedar Upadhye	AAIPU1917C	CFO	62,279	
Mr. Rajendra Chopra	AACPC7408A	Company Secretary	25	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS
A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	27/08/2020	3,131,439	215	37.76

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2020	10	10	100
2	07/08/2020	10	10	100
3	06/11/2020	10	10	100
4	11/12/2020	10	10	100
5	26/01/2021	10	10	100
6	29/01/2021	10	10	100
7	19/03/2021	10	10	100
8	23/03/2021	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	14/05/2020	4	4	100
2	Audit Committee	06/08/2020	4	4	100
3	Audit Committee	23/10/2020	4	4	100
4	Audit Committee	05/11/2020	4	4	100
5	Audit Committee	09/12/2020	4	3	75
6	Audit Committee	28/01/2021	4	4	100
7	Corporate Social Responsibility	13/05/2020	5	5	100
8	Corporate Social Responsibility	29/10/2020	5	5	100
9	Corporate Social Responsibility	27/01/2021	5	5	100
10	Corporate Social Responsibility	19/03/2021	5	4	80

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Dr. Y. K. Hami	8	8	100	0	0	0	
2	Mr. M. K. Ham	8	8	100	6	6	100	
3	Ms. Samina H	8	8	100	5	5	100	
4	Mr. Umang Vo	8	7	87.5	9	8	88.89	
5	Mr. S. Radhak	8	8	100	22	22	100	
6	Mr. Ashok Sin	8	8	100	11	11	100	
7	Dr. Peter Mug	8	8	100	5	5	100	
8	Mr. Adil Zainul	8	8	100	19	18	94.74	
9	Ms. Punita Lal	8	8	100	9	9	100	
10	Ms. Naina Lal	8	8	100	15	15	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Samina Hamied	Whole-time Dire	45,766,874	35,000,000	0	750,000	81,516,874
2	Mr. Umang Vohra	Managing Direct	71,343,078	0	59,127,728	50,750,000	181,220,806
	Total		117,109,952	35,000,000	59,127,728	51,500,000	262,737,680

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Umang Vohra	Managing Direct	71,343,078	0	59,127,728	50,750,000	181,220,806
2	Mr. Kedar Upadhye	Global Chief Fin	18,935,419	0	16,269,964	14,005,440	49,210,823
3	Mr. Rajendra Chopra	Company Secre	11,138,181	0	16,370	5,548,172	16,702,723
	Total		101,416,678	0	75,414,062	70,303,612	247,134,352

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Y.K.Hamied	Chairman	0	20,000,000	0	400,000	20,400,000
2	Mr. M.K.Hamied	Vice-Chairman	0	20,000,000	0	700,000	20,700,000
3	Mr. S.Radhakrishna	Non-Executive Dir	0	20,000,000	0	1,500,000	21,500,000
4	Mr. Ashok Sinha	Independent Dir	0	4,000,000	0	1,000,000	5,000,000
5	Dr. Peter Mugenyi	Independent Dir	0	4,100,000	0	700,000	4,800,000
6	Mr. Adil Zainulbhai	Independent Dir	0	3,600,000	0	1,300,000	4,900,000
7	Ms. Punita Lal	Independent Dir	0	3,500,000	0	900,000	4,400,000
8	Ms. Naina Lal Kidwai	Independent Dir	0	3,500,000	0	1,200,000	4,700,000
	Total		0	78,700,000	0	7,700,000	86,400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

06/11/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

12011

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

Point No IXC Details of Committee Meeting
List of FII.pdf
MGT-8_2020-21.pdf
Clarification letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

CIPLA LIMITED

Point VI (c) List of FII Shareholders as on 31/03/2021

Name/Joint name(s)	Address	Country of Incorporation	Number of shares held	% of shares held
EATON VANCE TRUST COMPANY COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS-EATON VANCE TRUST COMPANY/PARAMETRIC EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG, POST BOX NO. 1142, FORT MUMBAI	INDIA	54,669	0.0068
INDIA VALUE INVESTMENTS LIMITED	HDFC BANK LTD, CUSTODY SERVICES LODHA - I THINK TECHNO CAMPUS OFF, 8 TH FLR, NEXT TO KANJURMARG STATION, KANJURMARG EAST MUMBAI	INDIA	49,404	0.0061
TAIB SECURITIES MAURITIUS LIMITED	C/O. ICICI BANK LIMITED, SMS DEPT EMPIRE COMPLEX, 1 ST FLOOR 414, SENAPATI BAPAT MARG LOWER PAREL, MUMBAI	INDIA	1,250	0.0002
TOTAL:			1,05,323	0.0131

Point No. IX (C) - Details of Committee Meetings					
				Attendance	
Sr. No.	Type of meeting	Date of meeting	Total Number of members as on the date of meeting	Number of members attended	% of attendance
1.	Audit Committee	14-05-2020	4	4	100
2.	Audit Committee	06-08-2020	4	4	100
3.	Audit Committee	23-10-2020	4	4	100
4.	Audit Committee	05-11-2020	4	4	100
5.	Audit Committee	09-12-2020	4	3	75
6.	Audit Committee	28-01-2021	4	4	100
7.	Corporate Social Responsibility Committee	13-05-2020	5	5	100
8.	Corporate Social Responsibility Committee	29-10-2020	5	5	100
9.	Corporate Social Responsibility Committee	27-01-2021	5	5	100

10.	Corporate Social Responsibility Committee	19-03-2021	5	4	80
11.	Stakeholders Relationship Committee	13-05-2020	3	3	100
12.	Stakeholders Relationship Committee	06-08-2020	3	3	100
13.	Stakeholders Relationship Committee	02-11-2020	3	3	100
14.	Stakeholders Relationship Committee	27-01-2021	3	3	100
15.	Nomination and Remuneration Committee	14-05-2020	4	4	100
16.	Nomination and Remuneration Committee	27-07-2020	4	4	100
17.	Nomination and Remuneration Committee	29-10-2020	4	4	100
18.	Nomination and Remuneration Committee	27-01-2021	4	4	100
19.	Nomination and Remuneration Committee	23-03-2021	4	4	100
20.	Investment and Risk Management Committee	21-05-2020	5	5	100

21.	Investment and Risk Management Committee	08-07-2020	5	5	100
22.	Investment and Risk Management Committee	06-08-2020	5	5	100
23.	Investment and Risk Management Committee	05-11-2020	5	5	100
24.	Investment and Risk Management Committee	28-01-2021	5	5	100

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Cipla Limited [CIN: L24239MH1935PLC002380]** (the "Company") as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on **31st March 2021** (the "financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the financial year correctly and adequately.
- B. During the financial year, the Company has complied with the provisions of the Act and Rules made thereunder in respect of:
 - 1. Its status under the Act;
 - 2. Maintenance of registers/records and making entries therein within the time prescribed therefore;
 - 3. Filing of the required forms and returns as stated in the annual return with the Registrar of Companies within the prescribed time.
 - 4. Calling / convening / holding meetings of the Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minutes Book / registers maintained for the purpose, to be signed once the normally restores, in accordance with the clarification dated 3rd April 2020 issued by ICSI.
 - 5. Closure of Register of Members;
 - 6. No Advances / loans were given to its directors and/or persons or firms or companies referred in section 185 of the Act;
 - 7. No contracts / arrangements were entered into with related parties as specified in section 188 of the Act.
 - 8. Issuance and allotment of 227,950 fully paid-up equity shares of face value Rs. 2/- each, pursuant to exercise of stock options by its employees under the various Employee Stock Option Schemes of the Company;
 - 9. Transfer and transmission of securities and issuance of share certificates;
 - 10. No instances of buy back of securities, redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares / securities were there;
 - 11. No instances of abeyance of the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;

12. Transfer of unpaid, unclaimed dividend, other amounts as applicable to the Investor Education and Protection Fund. There was no declaration and payment of dividend. –
13. Signing of audited financial statements as per the provisions of section 134 of the Act and report of Directors of the Company, is as per sub - sections (3), (4) and (5) thereof;
14. Constitution, appointment, re-appointment, retirement, disclosure of interest by the Directors, Key Managerial Personnel of the Company and the remuneration paid to them. There was no incidence of filling up casual vacancy of Director and Key Managerial Personnel;
15. Appointment / reappointment of auditors. There was no casual vacancy of auditors as per the provisions of section 139 of the Act;
16. Approvals required to be taken from the Board of Directors, shareholders of the Company. During the financial year, the Board of Directors had approved the Scheme of Arrangement ("Scheme") between the Company ("Demerged Company"), Cipla BioTec Limited ("Resulting Company 1") and Cipla Health Limited ("Resulting Company 2") and their respective shareholders for the transfer of India based US business undertaking ("Demerged Undertaking 1") of the Demerged Company into the Resulting Company 1 and transfer of consumer business undertaking ("Demerged Undertaking 2") of the Demerged Company to Resulting Company 2 by way of demerger. The Company has received all necessary approvals and is in the process of filing an application before the National Company Law Tribunal for approval of the Scheme. Other than the aforesaid, there was no other matter which required approval from the Tribunal, Regional Director, Registrar, Court, Central Government and other authorities under the various provisions of the Act;
17. No public deposits were accepted, renewed or paid;
18. Borrowings from the Banks and others wherever applicable. The company has not borrowed from its Directors, members or Public Financial Institutions, and neither created, modified or satisfied any charge over the assets of the Company.
19. Granting of loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
20. No alteration of the provisions of the Memorandum of Association and Articles of Association of the Company was made.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Avinash Bagul
Partner
FCS No. 5578
CP No. 19862
UDIN:

Place: Mumbai
Date:

To,
The Registrar of Companies,
Everest Building, 100 Marine Drive,
Mumbai 400 002

Dear Sir,

Subject: Clarification to Annual Return for FY 2020-21

Please note the following clarification in respect of Annual Return for Financial Year 2020-21:

I. Point Number VI(a) of Annual Return

The shareholding pattern of Promoters disclosed in Point Number VI(a) of the Annual Return represents the total shareholding pattern of Promoter as well as Promoter Group of the company.

II. Point Number VIII of Annual Return

The total number of Promoter is 12, however few promoters holds shares in more than one Demat Account. Therefore, these Demat accounts are counted separately.

III. Point Number VIII(B)(i)

- In addition to 1,74,196 shares, Mr. S. Radhakrishnan also holds 38,125 shares a second holder with Ms. Jaya Radhakrishnan.

IV. Point Number IX(B)

The Board meeting held on 13th May 2020 was adjourned and concluded on 15th May 2020.

V. Point Number IX(C)

The Board of Directors also constituted a special committee i.e. Committee of Independent Directors pursuant to the requirement of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December 2020 which at its meeting held on 28th January, 2021 recommended to the Board that the draft scheme of arrangement between Cipla Limited, Cipla BioTec Limited and Cipla Health Limited is not detrimental to the shareholders of the Company. All five independent directors were present at the meeting.

Thank you.

**Yours faithfully,
For Cipla Limited**

**Rajendra Chopra
Company Secretary
ICSI Membership No: A12011**

Prepared by: Nishtha Agrawal