

Cipla Limited

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Phone: +91 22 4191 6000, **Fax:** +91 22 4191 6120, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com

Corporate Identity Number: L24239MH1935PLC002380

Notice of Postal Ballot

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 ('the Act') and the Companies (Management and Administration) Rules, 2014 read with circulars issued by the Ministry of Corporate Affairs ('MCA') no. 14/2020 dated 8th April 2020, no. 17/2020 dated 13th April 2020, no. 22/2020 dated 15th June 2020, no. 33/2020 dated 28th September 2020, no. 39/2020 dated 31st December 2020, no. 10/2021 dated 23rd June 2021, no. 20/2021 dated 8th December 2021, no. 3/2022 dated 5th May 2022, no. 11/2022 dated 28th December 2022 and no. 09/2023 dated 25th September 2023 (collectively referred to as 'MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and other applicable provisions of the acts, rules, regulations, circulars and notifications (including any statutory modifications or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolutions appended below are proposed for approval of the members of Cipla Limited (the 'Company') through postal ballot by remote e-voting process ('e-voting').

Item no. 1– To appoint Ms Sharmila Paranjpe as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and the rules made thereunder, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Ms Sharmila Paranjpe (DIN: 02328770) who was appointed as an Additional Director (Independent Director) of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years commencing from 1st September 2024 to 31st August 2029 (both days inclusive)."

Item no. 2 – To appoint Ms Maya Hari as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and the rules made thereunder, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Ms Maya Hari (DIN: 01123969) who was appointed as an Additional Director (Independent Director) of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years commencing from 1st November 2024 to 31st October 2029 (both days inclusive)."

Item no. 3 – To appoint Mr Adil Zainulbhai as a Non-Executive Director of the Company

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

"Resolved that pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act'), and the rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Mr Adil Zainulbhai (DIN: 06646490), who was appointed as an Additional Director (Non-Executive Director) of the Company be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from 3rd September 2024."

Item no. 4 – To appoint Mr Abhijit Joshi as a Non-Executive Director of the Company

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

“Resolved that pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Mr Abhijit Joshi (DIN: 07115673), who was appointed as an Additional Director (Non-Executive Director) of the Company be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from 3rd September 2024.”

Item no. 5 – To appoint Mr Kamil Hamied as a Non-Executive Director of the Company

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

“Resolved that pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Mr Kamil Hamied (DIN: 00024292), be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from 1st November 2024.”

**By order of the Board of Directors
For Cipla Limited**

Rajendra Chopra
Company Secretary
ACS 12011

Date: 3rd September 2024

Place: Mumbai

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the rationale for the proposed resolutions is annexed herewith and forms part of the Postal Ballot notice (“Notice”).
2. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars:
 - the Notice is being sent by electronic mode to those members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company / depositories as on Friday, 6th September 2024 (the ‘Cut-Off Date’) and whose e-mail addresses are registered with the Company / depositories. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only. For members who have not registered their e-mail address, please follow the instructions mentioned under point no. 13.
 - the manner of voting on the proposed resolutions is provided by remote e-voting facility only. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not sent to the members. The members can provide their assent or dissent on the resolutions through remote e-voting system.
3. A copy of the Notice is available on the website of the Company at www.cipla.com, website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of the e-voting agency i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

4. All documents as referred to in the Notice will be available for electronic inspection by the members without any fee, from the date of dispatch of the Notice until the closure of remote e-voting period during business hours. Members seeking to inspect such documents may send a request to the email address document.inspection@cipla.com at least one working day before the date on which they intend to inspect the documents.
5. Members whose names appear in the Register of Members / list of Beneficial Owners as on the Cut-Off Date i.e., Friday, 6th September 2024 will be eligible to cast their vote electronically. The voting rights of members will be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. The remote e-voting period begins on Saturday, 14th September 2024 at 9:00 am and ends on Sunday, 13th October 2024 at 5:00 pm. The remote e-voting module will be disabled by NSDL for voting thereafter.
7. Members are requested to cast their vote through remote e-voting process not later than 5:00 pm on Sunday 13th October 2024, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. Once the vote on the resolution is cast by the member, he / she shall not be allowed to subsequently change it.
9. The Board of Directors of the Company has appointed Mr B Narasimhan, Practising Company Secretary, Partner of M/s BNP and Associates and failing him, Mr Avinash Bagul, Practising Company Secretary, Partner of M/s BNP and Associates, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
10. The Scrutiniser on completing the scrutiny of voting through the remote e-voting process will submit his report to the Chairman or any other person duly authorised by him, and the result of the remote e-voting by Postal Ballot will be announced within 2 working days from the conclusion of the remote e-voting i.e., on or before Tuesday, 15th October 2024.
11. The results declared along with the Scrutiniser's Report will be uploaded on the website of the Company, www.cipla.com under the 'Investors' section and on the website of NSDL, www.evoting.nsdl.com. The results will also be disclosed on the website of the Stock Exchanges and on the notice board of the Company at its registered office.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 13th October 2024, i.e., the last date specified for receipt of votes through the remote e-voting process.
13. Important instruction for members holding shares in physical form:
 - i. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed company to process the following service requests viz. issue of duplicate securities certificate, renewal/ exchange of securities certificate; endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios; transmission and transposition in dematerialised form only. In view of the same and to eliminate all risks associated with physical shares, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.
 - ii. As per the SEBI Circular, the Company/ RTA can entertain a shareholder's service request only upon completion of the KYC details viz., PAN, contact details, bank account details and specimen signature. The service requests are required to be submitted in the format prescribed by the SEBI.
 - iii. Members are requested to update their email address and KYC records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to KFin Technologies Limited, Unit: Cipla Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Alternatively, members can also send digitally signed documents from their registered email address at einward.ris@kfintech.com. Details of the relevant forms are provided herein below:

ISR-1	Request for registering PAN, KYC details or changes/updates thereof
ISR-2	Confirmation of signature of the securities holder by the banker

ISR-3	Declaration form for holders of physical securities in listed companies to opt out of nomination
ISR-4	Request for issue of Duplicate Certificate and other Service Requests
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Nomination form
SH-14	Cancellation or variation of Nomination

14. Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.
15. SEBI vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023), has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. The detailed circulars and process are also available on the website of the Company at <https://www.cipla.com/investors/corporate-governance>.

Procedure to cast vote through remote e-voting

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

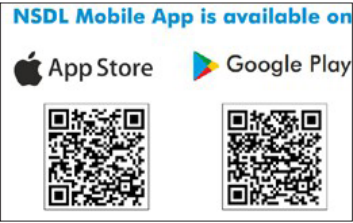
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IdeAS user can visit the e-services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile phone. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IdeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL, Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="568 667 922 889" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <p>The image shows a promotional banner for the NSDL Mobile App. It features the text 'NSDL Mobile App is available on' at the top. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a square QR code for scanning to download the app.</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>3. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at the CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account no. and PAN no. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile no. & Email address as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-voting service providers.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is CIP000*** and EVEN is (131686) then user ID is 131686CIP000***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password's and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to ciplascrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide a signed request letter mentioning folio no., name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN card, AADHAR/utility bill (not older than 3 months) and requisite forms as mentioned in point no. 13 of notes of this notice by email to einward.ris@kfintech.com.

In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and Aadhar/ Utility bill (not older than 3 months) to einward.ris@kfintech.com.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT AS REQUIRED UNDER SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013 AND APPLICABLE SECRETARIAL STANDARDS

Item no. 1: Special Resolution

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms Sharmila Paranjpe (DIN: 02328770) as an Additional Director (Independent Director) of the Company w.e.f. 1st September 2024. Subject to the approval of members of the Company, the Board also approved the tenure of Ms Paranjpe's office as an Independent Director for a term of 5 (five) years effective from 1st September 2024.

In compliance with the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ('Act'), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Ms Paranjpe is required to be approved by members by way of special resolution within three months from the date of appointment i.e., by 30th November 2024.

The Company has received a notice under Section 160 of the Act from a member proposing the appointment of Ms Paranjpe as an Independent Director of the Company.

Ms Paranjpe is an alumnus of COEP Technological University, Pune. She brings over 30 years of IT industry experience, with over 25 years at Wipro, where she held leadership positions like Country Head for the UK and Global Head of Industrial Manufacturing. She possesses skills in corporate governance, global economics and business, general management and leadership, operations, sales, marketing and commercial, sustainability and ESG, tech and digital. In the opinion of the Board, she fulfills the conditions of independence as specified in the Act, the rules made thereunder, and the SEBI Listing Regulations to the extent applicable to the Company, and she is independent of the management of the Company.

After evaluating the skills, experience, and knowledge that would be available on the Board, the Board had recommended her appointment as an Independent Director for approval of the members. The Board believes that the appointment of Ms Paranjpe as an Independent Director is in the best interest of the Company.

Ms Paranjpe has consented to act as an Independent Director of the Company and has confirmed that (i) she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and (ii) she is not disqualified from being appointed as an Independent Director.

Ms Paranjpe has successfully registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs, and in compliance with the statutory requirements, she has cleared the Independent Directors proficiency test.

Ms Paranjpe will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company www.cipla.com in the 'Investors' section under 'Corporate Governance'. The overall remuneration of Ms Paranjpe will be within the limits prescribed under Section 197 of the Act.

A detailed profile of Ms Paranjpe is available on the website of the Company, www.cipla.com in the 'Investors' section. Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement. A copy of the letter of appointment setting out the terms and conditions is available for electronic inspection by the members without any fee.

The Board of Directors recommends the appointment of Ms Paranjpe, as set out in the resolution in item no. 1, for approval of the members as a special resolution.

Except Ms Paranjpe and her relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item no. 2: Special Resolution

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms Maya Hari (DIN: 01123969) as an Additional Director (Independent Director) of the Company w.e.f. 1st November 2024. Subject to the approval of members of the Company, the Board also approved the tenure of office of Ms Maya Hari as an Independent Director for a term of 5 (five) years effective from 1st November 2024.

In compliance with the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ('Act'), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Ms Hari is required to be approved by members by way of special resolution within three months from the date of appointment i.e., by 31st January 2025.

The Company has received a notice under Section 160 of the Act from a member, proposing the appointment of Ms Hari as an Independent Director of the Company.

Ms Hari holds an MBA degree from INSEAD and is a Master of Science in Electrical Engineering from Utah State University, the USA, with additional training from Harvard Business School. She currently serves as CEO of Terrascope. For over two decades in tech, she had led teams at Twitter, Samsung, Google, and Microsoft. She is an Independent Director for Axiata Group, Singlife Holdings, and Infocomm Media Development Authority. An active angel investor and TEDx speaker, she also serves on the MIT Technology Review's Innovators Under 35 at Emtech Asia. She possesses skills in corporate governance, global economics and business, general management and leadership, operations, risk management, sales, marketing and commercial, sustainability and ESG, finance, tech and digital. In the opinion of the Board, she fulfills the conditions of independence as specified in the Act, the rules made thereunder, and the SEBI Listing Regulations to the extent applicable to the Company and is independent of the management of the Company.

After evaluating the skills, experience, and knowledge that would be available on the Board, the Board had recommended her appointment as an Independent Director for approval of the members. The Board believes that the appointment of Ms Hari as an Independent Director is in the best interest of the Company.

Ms Hari has consented to act as an Independent Director of the Company and has confirmed that (i) she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations, (ii) she is not disqualified from being appointed as an Independent Director.

Ms Hari has successfully registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Unless exempted, Ms Hari would be required to clear the Independent Directors proficiency test within two years of her name being included in the databank, i.e., by 24th July 2026.

Ms Hari will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company www.cipla.com, in the 'Investors' section under 'Corporate Governance'. The overall remuneration of Ms Hari will be within the limits prescribed under Section 197 of the Act.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement. A copy of the letter of appointment setting out the terms and conditions is available for electronic inspection by the members, without any fee.

The Board of Directors recommends the appointment of Ms Hari as set out in the resolution in item no. 2, for the approval of the members as a special resolution.

Except Ms Hari and her relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item no. 3: Ordinary Resolution

Mr Adil Zainulbhai (DIN: 06646490) completed his second term as an independent director on 2nd September 2024. Upon completion of the term as an independent director, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr Adil Zainulbhai as an Additional Director (Non-Executive Director) of the Company w.e.f. 3rd September 2024.

Mr Zainulbhai is a Mechanical Engineering graduate from the Indian Institute of Technology and an MBA from Harvard Business School. He retired as Chairman of McKinsey India after a distinguished 34-year career with the global firm, including leadership roles in its Washington and Minneapolis offices. His influence extends beyond McKinsey, serving as Chairman of the Quality Council of India and as a Board Advisor to the US-India Strategic Partnership Forum. He has been a director on the boards of prominent corporates in India like Larsen and Tourbo, Reliance Industries etc. and is the Chairman of the Boards of Network 18 Media and Investments Limited and TV18 Broadcast Limited. He has also been on the Advisory Boards of various international organisations and a member of various high-powered economic groups, advisory committees, and task forces of the Government of India.

During his tenure, Mr Zainulbhai was the Lead Independent Director of the Company and had served as chairman/member of various board committees, including the Nomination and Remuneration Committee, the Investment and Risk Management Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee, and the Audit Committee. As a Lead Independent Director, Mr Zainulbhai also played an instrumental role in transforming the board into a highly effective oversight body. He possesses skills in corporate governance, global economics and business, general management and leadership, operations, M&A, risk management, finance, and pharmaceutical science and technology.

In compliance with the provisions of Section 152 of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Mr Zainulbhai is required to be approved by the members by way of an ordinary resolution within three months from the date of appointment, i.e., by 2nd December 2024.

Considering the extensive experience and expertise of Mr Zainulbhai, the Board believes that his appointment as a Non-Executive Director will be in the best interests of the Company and therefore recommends his appointment for approval of the members.

The Company has received a notice under Section 160 of the Act from a member, proposing the appointment of Mr Zainulbhai as a Non-Executive Director of the Company.

Mr Zainulbhai has consented to act as a Non-Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Non-Executive Director.

Mr Zainulbhai will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company at www.cipla.com, in the 'Investors' section under 'Corporate Governance'. The overall remuneration of Mr Zainulbhai will be within the limits prescribed under Section 197 of the Act.

A detailed profile of Mr Zainulbhai is available on the website of the Company, www.cipla.com, in the 'Investors' section. Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr Zainulbhai as set out in resolution in item no. 3, for the approval of the members as an ordinary resolution.

Except Mr Zainulbhai and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item no. 4: Ordinary Resolution

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr Abhijit Joshi (DIN: 07115673) as an Additional Director (Non-Executive Director) of the Company w.e.f. 3rd September 2024.

Mr Abhijit Joshi is the Founding and Managing Partner of M/s Veritas Legal, a leading law firm in India and has over 35 years of experience and expertise in the field of corporate and commercial law, mergers & acquisitions, risk management, litigation management etc. He is a distinguished dual-qualified solicitor in both India and England. With a legal career spanning over three decades, he is recognised as one of Asia's Top 15 M&A and Private Wealth Lawyers. Mr Joshi has advised numerous business houses and promoter families, representing global conglomerates and large private equity firms in a wide range of complex deals and cases across various industry sectors, including the pharmaceutical industry. Mr Joshi also possesses skills in corporate governance, global economics and business, general management and leadership, M&A, risk management, finance. His skills and expertise have earned him several accolades, including the Financial Times Innovation Award (Asia Pacific).

In compliance with the provisions of Section 152 of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment of Mr Joshi is required to be approved by members by way of an ordinary resolution within three months from the date of appointment i.e., by 2nd December 2024.

The Company has received a notice under Section 160 of the Act from a member, proposing the appointment of Mr Joshi as a Non-Executive Director of the Company.

Considering the increasing complexities of the business and evolving legal and regulatory landscape, the Nomination and Remuneration Committee and the Board believe that inducting a vastly experienced senior lawyer on the Board of the Company will bring diverse skills and value to the Company and his addition to the Board as a Non-Executive Director will be in the best interest of the Company.

The Company, in the normal course of its business, engages various Indian and international law firms, including Veritas Legal, depending upon the subject matter and expertise of the law firm. All the engagements with Veritas Legal are at arm's length and in the ordinary course of business.

Mr Joshi has consented to act as a Non-Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Non-Executive Director.

Mr Joshi will be entitled to remuneration by way of sitting fees for attending meetings of the Board and Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company www.cipla.com, in the 'Investors' section under 'Corporate Governance'. The overall remuneration of Mr Joshi will be within the limits prescribed under Section 197 of the Act.

A detailed profile of Mr Abhijit Joshi is available on the website of the Company www.cipla.com in the 'Investors' section. Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr Joshi as set out in resolution in item no. 4, for the approval of the members as an ordinary resolution.

Except Mr Joshi and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item no. 5: Ordinary Resolution

As per the provisions of Section 152 of the Companies Act, 2013 ('Act'), appointment of a director is required to be approved by the members by way of an ordinary resolution. The Company has received a notice under Section 160 of the Act from a member, proposing the appointment of Mr Kamil Hamied (DIN: 00024292) as a Non-Executive Director of the Company.

Mr Kamil Hamied is an alumnus of United World College and New York University. He is a seasoned entrepreneur with extensive experience in the pharmaceutical industry and wider healthcare sectors. He has successfully navigated business across Asia, Europe, and the USA. During his entrepreneurial journey, Mr Kamil Hamied also ventured into the investment realm, establishing an investment platform focused on broader life sciences, biotechnology, genomics, AI drug development, diagnostics, etc. In his previous stint at Cipla, Mr Kamil Hamied was the Chief Strategy Officer and a member of the management team. He was involved in leading company transformation, M&A strategy, implementing leadership structure and more.

In light of Mr M K Hamied, Vice Chairperson and Non-Executive Director (Promoter), and Ms Samina Hamied, Non-Executive Director (Promoter group), ceasing to be directors from the Board of the Company w.e.f. close of business hours of 29th October 2024, the Board considers that the appointment of Mr Kamil Hamied as a Non-Executive Director will be in the best interest of the Company. His appointment will not only ensure continuity and uphold the values and representation of the promoters' family but also augment the functioning of the Board and the Company. He possesses skills in corporate governance, global economics and business, general management and leadership, operations, M&A, risk management, sales, marketing and commercial, finance, tech and digital, pharmaceutical, science and technology. Mr Kamil Hamied also has extensive experience in the pharmaceutical industry, including experience arising out of his previous tenure with the Company.

Mr Kamil Hamied has consented to act as a Non-Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Non-Executive Director.

Mr Kamil Hamied will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company www.cipla.com in the 'Investors' section under 'Corporate Governance. The overall remuneration of Mr Kamil Hamied will be within the limits prescribed under Section 197 of the Act.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2, are provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr Kamil Hamied as set out in resolution in item no. 5, for the approval of the members as an ordinary resolution.

Mr Kamil Hamied is the son of Mr M K Hamied, Vice Chairman and Non-Executive Director, nephew of Dr Y K Hamied, Chairman and Non-Executive Director and brother of Ms Samina Hamied, Non-Executive Director.

Except Dr Y K Hamied, Mr M K Hamied and Ms Samina Hamied and their relatives, none of the other directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

**By order of the Board of Directors
For Cipla Limited**

Date: 3rd September 2024
Place: Mumbai

Rajendra Chopra
Company Secretary
ACS 12011

ANNEXURE 1

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings]

Full Name	Ms Sharmila Paranjpe	Ms Maya Hari
Director Identification Number (DIN)	02328770	01123969
Age	57 years	46 years
Date of first appointment on the Board	1 st September 2024	1 st November 2024
Qualification	Bachelor of Engineering from College of Engineering, Pune.	MBA from INSEAD, France, and a Master of Science (MS) in Electrical Engineering from Utah State University, the USA.
Experience and nature of expertise in specific functional areas / Brief resume	Corporate Governance, Global Economics and Business, General Management and Leadership, Operations, Sales, Marketing and Commercial, Sustainability and ESG, Tech and Digital. For detailed profile please refer item no. 1 of explanatory statement and website of the Company at www.cipla.com .	Corporate Governance, Global Economics and Business, General Management and Leadership, Operations, Risk Management, Sales, Marketing and Commercial, Sustainability and ESG, Finance, Tech and Digital. For detailed profile please refer item no. 2 of explanatory statement.
Remuneration last drawn (including sitting fees)	Nil	Nil
Remuneration to be paid	As per Company's Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (available on the website of the Company at www.cipla.com)	
Terms and conditions of appointment	As per the resolution specified in item no.1 of this Notice read with the explanatory statement thereto.	As per the resolution specified in item no.2 of this Notice read with the explanatory statement thereto.
Number of board meetings attended	FY 2023-24: Not applicable FY 2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting	Not applicable
Shareholding including shareholding as beneficial owner (Equity Shares)	Nil	Nil
Member/ Chairperson of Committees of the Company	Member: - Nomination and Remuneration Committee - Corporate Social Responsibility Committee - Audit Committee	Nil

Directorships held in other companies	Door Step School Foundation	<ul style="list-style-type: none"> • Singapore Life Limited • Axiata group Berhad • Axiata Digital & Analytics SDN BHD • Infocomm Media Authority of Singapore • Terrascope Japan KK • Terrascope Sustainability Solutions UK Limited
Relationship between Directors or Key Managerial Personnel or Manager inter-se	Nil	Nil
Membership of committees held in other Indian companies	Nil	Nil
Chairpersonship of committees held in other Indian companies	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil

Full Name	Mr Adil Zainulbhai	Mr Abhijit Joshi
Director Identification Number (DIN)	06646490	07115673
Age	70 years	55 years
Date of first appointment on the Board	3 rd September 2024	3 rd September 2024
Qualification	PGDM (Harvard Business School) Mechanical Engineering (IIT Mumbai)	B. Com and LLB- University of Mumbai Solicitor- Bombay Incorporated Law Society and Law Society, UK
Experience and nature of expertise in specific functional areas / Brief resume	Corporate Governance, Global Economics and Business, General Management and Leadership, Operations, M&A, Risk Management, Finance, Pharmaceutical Science and Technology. For detailed profile please refer item no. 3 of explanatory statement and website of the Company at www.cipla.com .	Corporate Governance, Global Economics and Business, General Management and Leadership, M&A, Risk Management, Finance. For detailed profile please refer item no. 4 of explanatory statement and website of the Company at www.cipla.com .
Remuneration last drawn (including sitting fees)	FY 2023-24: INR 1.01 crore (including sitting fees and commission). FY 2024-25: INR 0.35 crore (paid towards sitting fees)	Nil

Remuneration to be paid	As per Company's Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (available on the website of the Company at www.cipla.com)	
Terms and conditions of appointment	As per the resolution specified in item no. 3 of this Notice read with the explanatory statement thereto.	As per the resolution specified in item no. 4 of this Notice read with the explanatory statement thereto.
Number of board meetings attended	FY 2023-24: 11 out of 12 meetings held FY 2024-25 (till the date of this Postal Ballot Notice): 3 out of 3 meeting held	Not applicable
Shareholding including shareholding as beneficial owner (Equity Shares)	Nil	Nil
Member/ Chairperson of Committees of the Company	Member: <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Operations and Administrative Committee • Corporate Social Responsibility Committee 	Member: <ul style="list-style-type: none"> • Investment and Risk Management Committee
Directorships held in other companies	<ul style="list-style-type: none"> • Reliance Retail Ventures Ltd • Network18 Media & Investments Ltd • TV18 Broadcast Ltd • Viacom18 Media Private Limited • Reliance Retail Limited • Piramal Foundation • Unnati Employment Network • C3 Medicare Private Limited 	<ul style="list-style-type: none"> • Navin Fluorine International Limited • Step Up Charitable Foundation
Relationship between Directors or Key Managerial Personnel or Manager inter-se	Nil	Nil
Membership of committees held in other Indian companies	<ul style="list-style-type: none"> • Reliance Retail Ventures Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee • Network18 Media & Investments Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee - Audit Committee • TV18 Broadcast Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee • Viacom18 Media Private Limited <ul style="list-style-type: none"> - Audit Committee 	Nil

Chairpersonship of committees held in other Indian companies	<ul style="list-style-type: none"> • Reliance Retail Ventures Limited <ul style="list-style-type: none"> - Audit Committee - Corporate Social Responsibility Committee • Network18 Media & Investments Ltd <ul style="list-style-type: none"> - Stakeholders Relationship Committee - Corporate Social Responsibility Committee - Risk Management Committee • TV18 Broadcast Limited <ul style="list-style-type: none"> - Audit Committee - Corporate Social Responsibility Committee - Risk Management Committee • Viacom18 Media Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Nomination and Remuneration Committee 	Nil
Listed entities from which the person has resigned in the past three years	<p>Mr Adil Zainulbhai has completed his maximum permissible term of 10 years as independent directors in the following Companies in last three years and had accordingly ceased to be the director in these companies. He did not resign from any entity:</p> <ul style="list-style-type: none"> • Network18 Media & Investments Limited • Larsen and Toubro • Reliance Industries Limited 	Nil

Full Name	Mr Kamil Hamied
Director Identification Number (DIN)	00024292
Age	44 years
Date of first appointment on the Board	1 st November 2024
Qualification	Diploma in International Bacculaureate (United World College) Graduation in Arts (New York University)
Experience and nature of expertise in specific functional areas / Brief resume	Corporate Governance, Global Economics and Business, General Management and Leadership, Operations, M&A, Risk Management, Sales, Marketing and Commercial, Finance, Tech and Digital, Pharmaceutical, Science and Technology. For detailed profile please refer item no. 5 of explanatory statement.
Remuneration last drawn (including sitting fees)	Not applicable
Remuneration to be paid	As per Company's Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (available on the Company's website at www.cipla.com)
Terms and conditions of appointment	As per the resolution specified in item no. 5 of this Notice read with the explanatory statement thereto.

Number of board meetings attended	Not applicable
Shareholding including shareholding as beneficial owner (Equity Shares)	1,09,39,500 shares
Member/ Chairperson of Committees of the Company	Nil
Directorships held in other companies	<ul style="list-style-type: none"> • Famid Sports Private Limited • Alps Remedies Private Limited
Relationship between Directors or Key Managerial Personnel or Manager inter-se	Mr Kamil Hamied is the son of Mr M K Hamied, Vice Chairman and Non-Executive Director (Promoter), nephew of Dr Y K Hamied, Chairman and Non-Executive Director (Promoter) and brother of Ms Samina Hamied, Non-Executive Director (Promoter Group).
Membership of committees held in other Indian companies	Nil
Chairpersonship of committees held in other Indian companies	Nil
Listed entities from which the person has resigned in the past three years	Nil

Note: The above mentioned details are as of the date of Postal Ballot Notice.