

# Cipla Limited

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

**Phone:** +91 22 4191 6000, **Email:** [cosecretary@cipla.com](mailto:cosecretary@cipla.com), **Website:** [www.cipla.com](http://www.cipla.com)

**Corporate Identity Number:** L24239MH1935PLC002380

## Notice of 90<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that 90<sup>th</sup> Annual General Meeting of Cipla Limited will be held on Thursday, 25<sup>th</sup> June, 2026 at 2.00 PM (IST) through Video Conferencing (“VC”) to transact the following businesses:

### Ordinary Business(es):

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

**1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 and the reports of the Board of Directors and Statutory Auditor thereon**

“Resolved that the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 and the reports of the Board of Directors and Statutory Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

**2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 and the report of the Statutory Auditor thereon**

“Resolved that the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 and the report of Statutory Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

**3. To declare dividend on equity shares**

“Resolved that the final dividend of ₹ 13/- (Rupees Thirteen only) per equity share (i.e. 650% on the face value of 2/-), as recommended by the Board of Directors, for the financial year ended 31<sup>st</sup> March, 2026, be and is hereby declared.”

**4. To re-appoint Mr Adil Zainulbhai as a director liable to retire by rotation**

“Resolved that pursuant to the applicable provision(s) of the applicable law(s) (including any amendments thereto 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 Nomination and Remuneration Committee and the Board of Directors, Mr Adil Zainulbhai (DIN: 06646490), Non-Executive Director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**5. To appoint the Statutory Auditors of the Company and fix their remuneration**

“Resolved that pursuant to the applicable provision(s) of the applicable law(s) (including any amendments thereto or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and the Board of Directors, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-1 00022) be and is hereby appointed as the Statutory Auditor of the Company for the first term of five (5) consecutive years with effect from conclusion of 90<sup>th</sup> Annual General Meeting (“AGM”) until the conclusion of 95<sup>th</sup> AGM at such remuneration as set out in the explanatory statement annexed to this Notice.

Resolved further that, the Board of Directors or the Audit Committee be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to the above resolution.”

### Special Business:

To consider and if thought fit, to pass the following resolution as ordinary resolution:

**6. To ratify the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2027**

“Resolved that pursuant to the applicable provision(s) of the applicable law(s) (including any amendments thereto or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and the Board of Directors, the remuneration of ₹ 12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses to be paid to M/s Joshi Apte & Associates (Firm Registration No. 000240), the Cost Auditor of the Company, to conduct audit and submit the cost audit report for the financial year ending 31<sup>st</sup> March, 2027, as approved by the Board of Directors, be and is hereby ratified and confirmed.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to the above resolution.”

For **Cipla Limited**

**Rajendra Chopra**

Company Secretary  
(Membership No. A12011)

Date: 13<sup>th</sup> May, 2026

Place: Mumbai

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024, the latest being 03/2025 dated 22<sup>nd</sup> September, 2025 and the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as “the Circulars”), have permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”). Hence, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company, i.e. Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.
2. The Notice of 90<sup>th</sup> AGM (“Notice”) was approved by the Board of Directors at its meeting held on 13<sup>th</sup> May, 2026 and the Company Secretary was authorised to issue the Notice.
3. The members can join the AGM through VC 15 minutes before the scheduled time or any time thereafter till the conclusion of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 members on a first-come-first-serve basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel and auditors, among others, who are allowed to attend the AGM without restriction on account of a first-come first-serve basis and can connect with the Company at [cipla.agm@cipla.com](mailto:cipla.agm@cipla.com).
4. The Board of Directors of the Company has appointed Ms Anshu Agarwal, Managing Partner, ANGC & Co. LLP, Practicing Company Secretary (Membership No.F9921; Certificate of practice no. 27897) as the Scrutiniser to scrutinise the remote electronic voting (“e-voting”) process and e-voting in a fair and transparent manner.
5. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote in the AGM. In compliance with the provisions of Section 113 of the Act, Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF/JPG format) of the board resolution/ power of attorney/authority letter etc. to the Scrutiniser at e-mail id: [ciplascrutinizer@gmail.com](mailto:ciplascrutinizer@gmail.com) with copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) to attend the AGM through VC and to vote through remote e-voting.
7. In compliance with the Circulars, Notice along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”)/ KFin Technologies Limited (“RTA”).
8. A letter containing the weblink and QR code for accessing the Notice and Integrated Annual Report for the FY 2025-26 will be sent to those shareholders who have not registered their email address with the Company/Depositories/RTA.
9. Since the AGM will be held through VC, the route map, proxy form and attendance slip are not applicable and therefore not attached to this Notice.
10. Members will be provided with the facility of e-voting and attending the AGM through VC by the National Securities Depository Limited (“NSDL”).
11. Notice of the AGM along with the Integrated Annual Report FY 2025-26 is available on the website of the Company at [www.cipla.com](http://www.cipla.com), on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and also on website of NSDL (i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic mode by the members during the AGM. All documents referred to in the Notice will also be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM on Thursday, 25<sup>th</sup> June, 2026 during business hours. Members who wish to inspect such documents may send a request on the email id [cipla.agm@cipla.com](mailto:cipla.agm@cipla.com) at least one working day before the date on which they intend to inspect the document.

13. The explanatory statement pursuant to Section 102 of the Act forms part of the Notice. As required under the Secretarial Standard – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the relevant information of the director seeking re-appointment is attached as Annexure I.

14. **Important instruction for shareholders holding shares in physical form.**

- i. SEBI, vide its circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed company to issue the securities in dematerialised form only while processing investor 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.

As per SEBI circular no. HO/38/13/(3)2026-MIRSD-POD/1/3763/2026 dated 30<sup>th</sup> January, 2026, the requirement of issuance of a Letter of Confirmation (“LOC”) by the Company/ RTA has been dispensed with for the aforesaid investor service requests with effect from 2<sup>nd</sup> April, 2026. Accordingly, securities will be credited directly to the shareholder’s demat account upon submission of latest Client Master List with duly filled demat conversion request form to the RTA. In view of the same and to eliminate the risks associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

- ii. Members are requested to update their email address, choice of nomination and KYC records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to KFin Technologies Limited, Registrar and Share Transfer Agent, 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](mailto:einward.ris@kfintech.com). Details of the relevant forms are provided herein below:

Form	Particulars
<a href="#">ISR-1</a>	Request for registering PAN, KYC or changes/updating thereof
<a href="#">ISR-2</a>	Confirmation of signature of the securities holder by the banker

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

15. Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.

16. SEBI has introduced Online Dispute Resolution (“ODR”) portal for dispute resolution 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>.

17. **Record Date and Dividend:**

- i. The dividend for the year ended 31<sup>st</sup> March, 2026 as recommended by the Board, upon declaration at the AGM, will be paid to those members whose names will appear in the Register of Members on the record date i.e., as at the close of business hours on Friday, 5<sup>th</sup> June, 2026. With effect from 1<sup>st</sup> April, 2024, as per the SEBI Circular dated 10<sup>th</sup> June, 2024 read with SEBI Master Circular dated 6<sup>th</sup> February, 2026, shareholders holding shares in physical form and who have not completed any of their KYC, will be eligible to receive dividend, only upon completion of KYC. Members are therefore advised to update their KYC details on priority, if not done already, following the procedure as mentioned in point 14(ii).
- ii. Members holding shares in dematerialised form may please note that, in accordance with the direction of the Stock Exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend.
- iii. Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) dividends that remain unpaid or unclaimed for a period of seven year or more, are mandatorily required to be transferred to the Investor Education

and Protection Fund ("IEPF"). Accordingly, unpaid or unclaimed dividends up to the financial year 2017-18 have been transferred to the IEPF.

As per the provisions of Section 124(6) of the Act read with the IEPF Rules as amended, all shares in respect of which dividends have remained unclaimed for seven consecutive years or more for the financial year ended 31<sup>st</sup> March, 2018 were transferred by the Company to the IEPF in October 2025. The Company had sent individual communications to the concerned shareholders whose shares were liable to be transferred to the IEPF.

Members may note that unclaimed final dividend for the financial year ended 31<sup>st</sup> March, 2019 will become due for transfer to the IEPF on Saturday, 19<sup>th</sup> September, 2026. Those members who have not claimed dividend for the said period and also for the subsequent years are requested to claim the dividend. The member can contact our Registrar and Share Transfer Agent, KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) /Shares Department of the Company at [cosecretary@cipla.com](mailto:cosecretary@cipla.com) to claim the dividend.

We have uploaded the details of such members on website of the Company, i.e., [www.cipla.com](http://www.cipla.com), under the 'Investors section'. Please note that no claim shall lie against the Company in respect of unclaimed dividend and shares transferred to the IEPF pursuant to the said Rules.

As per the provisions of Section 125 of the Act and the IEPF Rules, members whose unclaimed dividend, unclaimed redemption amount of preference shares, unclaimed sale proceeds of fractional shares and equity shares have been transferred to IEPF, may claim the refund by making an application to the IEPF Authority in web form IEPF-5 available on [www.mca.gov.in](http://www.mca.gov.in).

### TDS on Dividend Amount

18. As per the Income Tax Act, 2025 ("the IT Act"), dividends paid or distributed by the Company is taxable in the hands of the shareholders. Accordingly, companies are required to deduct tax at source from dividends paid to shareholders.

- The rate of deduction of tax depends on:
  - a. Residential status of the shareholder
  - b. Valid tax registration (PAN or equivalent tax payer identification)
  - c. The documents/declarations submitted by the shareholder and accepted by the Company.

### For resident individual shareholders:

- As per section 393(1) [Table: Sr. No. 7] of the IT Act, any domestic company making payment to a resident shareholder shall deduct tax 10% at the time of payment of dividend to shareholder if it exceeds ₹ 10,000 and who has provided valid PAN. However, on submission of any lower withholding tax certificate under provision of the Act for Tax Year 2026-27, the withholding tax shall be at the rate mentioned in the certificate issued by the Authority.
- As per section 393(4) [Table: Sr. No. 10], no tax shall be deducted if the amount or aggregate of amounts of such dividend distributed or paid or likely to be distributed or paid during the tax year does not exceed ₹ 10,000 and the dividend is paid in any mode other than in cash.
- As per section 393(6) of the IT Act, if shareholder provides duly filed declaration in Form 121 for relevant tax year (T.Y. 2026-27) complete in all respects and all the required eligibility conditions are met then, NIL tax will be deducted at source.
- The new taxation regime under Section 202 of the IT Act is the default tax regime as per Income Tax Provisions. Accordingly, we shall consider the forms for exemption only in cases where estimated total income for individual whose age is below 60 years is <= ₹ 4,00,000 and in case of individual exceeding age of 60 years is <= ₹ 12,00,000 as per provisions of Section 393(6) of the IT Act.
- In case of invalid or non-availability of PAN, tax will be deducted at the rate of 20%.

### For resident shareholders other than individual (HUF/LLP/AOP/Companies/Firm/Trust):

- At 10% on the entire amount of dividend to be received by the shareholder without any threshold. However, on submission of any lower withholding tax certificate or any exemption status under provision of the IT Act obtained by shareholders for Tax Year 2026-27, the withholding tax shall be at the rate mentioned in the certificate issued by the authority.
- In case of invalid or non-availability of PAN, the withholding tax shall be at 20%.
- The User Manual for filling and submission of declarations on the above link is available on the website of the Company at <https://www.cipla.com/sites/default/files/TDS-on-dividend-FY-2026-27.pdf>.

**For other category shareholders, viz. Mutual Fund, Insurance Company, Alternate Investment Fund (“AIF”) Category I and II, Government (Central/State Government) etc:**

In order to provide exemption from withholding the taxes on dividend payable, shareholders are required to provide self-declaration along with their registration with concerned authority about their category, such as:-

- Declaration and registration certificate by shareholder qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938.
- Declaration and registration certificate by Mutual Fund shareholder eligible for exemption under Schedule VII (Table: S. No. 20 and 21) of the IT Act.
- Declaration and registration certificate by Category I/II AIF registered with SEBI.
- Self-attested copy of valid approval granted by approving authority as per relevant Income Tax Rules of Schedule XI of Act to Recognised Provident Fund / Approved Gratuity Fund/ Approved Superannuation Fund.
- The aforesaid declarations are to be submitted through the link: <https://easydividend.nexdigm.com/Shareholders>.

**For non-resident shareholders including Foreign Portfolio Investor (“FPI”)/ (“FII”) Category:**

At 20% (plus applicable surcharge and cess) on the entire amount of dividend to be received by the shareholder without any threshold. However, as per Section 159 of the IT Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e., to avail a lower rate of deduction of tax at source under an applicable tax treaty read with multilateral instruments, if applicable, such non-resident shareholders must provide the following:

- Self-attested copy of the PAN allotted by the Indian Income Tax authorities, if any.
- Self-attested copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for Tax Year 2026-27 and containing TRC number, if available.
- Self-attested copy of acknowledgement and copy of Form 41 filed online for Tax Year 2026-27 in <https://www.incometax.gov.in/iec/foportal/>.

- Self-declaration, certifying the following points that no PE declaration should cover points given below:
  - i. Non-Resident is and will continue to remain a tax resident of the country of residence during Tax Year 2026-27.
  - ii. Non-Resident is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
  - iii. Non-Resident has no reason to believe that the claim for the benefits of the DTAA is impaired in any manner.
  - iv. Non-Resident is the ultimate beneficial owner of the shareholding in the Company and Dividend receivable from the Company.
  - v. Non-Resident does not have a taxable presence or a permanent establishment in India during Tax Year 2026-27.
  - vi. The aforesaid declarations are to be submitted through the link: <https://easydividend.nexdigm.com/Shareholders>.

**Note :** As per the IT Act and rules thereto, for generating certificate for foreign remittances to non-resident shareholder (i.e., Form 145 and/or 146), mentioning Tax Identification No. (“TIN”) or equivalent unique identification number is mandatory irrespective whether DTAA benefit claimed or not. Thus request every non-resident shareholder to provide TIN or equivalent unique identification number.

**Benefit under Rule 203**

If dividend income on which tax has been deducted at source is assessable in the hands of a person other than the shareholder, then declaration needs to be provided by shareholder as per Rule 203 of the Income-tax Rules, 2026. The aforesaid declaration is to be e-mailed to [dividend.cipla@nexdigm.com](mailto:dividend.cipla@nexdigm.com).

**General Instructions:**

- All the documents submitted by the shareholder will be verified by the Company / its Authorised Representative and the Company will consider the same while deducting appropriate taxes, if they are in accordance with the provisions of the IT Act.
- For resident shareholders, the rate of TDS would not be increased by surcharge and cess. For non-resident shareholders, the rate of TDS would be increased by applicable surcharge and cess.

- The Company shall not be obligated to apply the beneficial DTAA rates at the time of withholding tax on the dividend amount. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholder.
  - If for any reason the tax on dividend is deducted at a higher rate for the shareholder, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible.
  - In the event of any income-tax demand (including interest, penalty etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholders, such shareholders will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and cooperate in any proceedings before any income tax/appellate authority.
  - The above withholding tax is in summarised form of law and not detailed analysis nor any tax advice. For detailed tax advice related to their tax matters, shareholders are advised to seek professional guidance.
19. We are pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the website at <https://evoting.nsdl.com> by following the instructions mentioned in the notice below or on the website of the Company, i.e., [www.cipla.com](http://www.cipla.com), under the 'Investors section'.
20. The Chairman authorised the Company Secretary and failing him the Global Chief Financial Officer to receive and countersign the scrutiniser's report and declare the results, along with the consolidated scrutiniser's report within the timeframe prescribed under the Act and the SEBI Listing Regulations. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
21. The results declared along with the scrutiniser's report will be placed on the website of the Company, i.e., [www.cipla.com](http://www.cipla.com), under the 'Investors section' and on the NSDL website i.e. <https://evoting.nsdl.com>. The results will also be disclosed on the stock exchanges.
22. SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated 30<sup>th</sup> January, 2026, has opened a special window to facilitate re-lodgement

of transfer and dematerialisation of physical securities. The window will remain open for a period of one year, i.e., from 5<sup>th</sup> February, 2026 to 4<sup>th</sup> February, 2027.

This special facility will be available for transfer and dematerialisation of physical shares that were sold or purchased prior to 1<sup>st</sup> April, 2019. Additionally, the facility extends to transfer requests that were submitted earlier but were rejected, returned, or not attended to due to deficiencies in documents, process issues, or for any other reason.

Eligible shareholders who wish to avail the opportunity are requested to submit the requisite documents to KFin Technologies Limited, Registrar and Share Transfer Agent, Unit: Cipla Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Investors are informed that the securities re-lodged for transfer pursuant to the above circular, shall only be issued in demat form. In case of any queries, shareholders are requested to raise a service request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [cosecretary@cipla.com](mailto:cosecretary@cipla.com).

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-voting system. Members may access by following the steps mentioned below for Access to NSDL e-voting. After successful login, you can see link of "VC link" placed under "Join meeting" menu against the Company name. You are requested to click on this link. The link for VC will be available in Shareholder/ Member login where the EVEN of the Company i.e. 139523 will be displayed. Please note that the members who do not have the User id and Password for e-voting or have forgotten the User id and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. For convenience and proper conduct of the AGM, members will be allowed to login and join 15 minutes before and anytime thereafter till conclusion of AGM. The login facility will remain open throughout the proceedings.

Members who need technical assistance before or during the AGM can:

- Send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or use Toll Free no. 022 - 4886 7000; or
- Contact Mr Amit Vishal or Ms Pallavi Mhatre, NSDL at the designated email id: [evoting@nsdl.com](mailto:evoting@nsdl.com)

3. Please note that members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connections to avoid any kind of glitches.
4. Members who want to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending a request from their registered email-id mentioning their name, DP id and Client id/ folio number, PAN and mobile number at [cipla.agm@cipla.com](mailto:cipla.agm@cipla.com) by Wednesday, 24<sup>th</sup> June, 2026 up to 5.00 pm. The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. The remote e-voting period begins on Sunday, 21<sup>st</sup> June, 2026 at 9.00 am and ends on Wednesday, 24<sup>th</sup> June, 2026 at 5.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date for e-voting i.e., Thursday, 18<sup>th</sup> June, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com>.

### VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations and the aforementioned Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
2. The members, whose names appear in the Register of Members/ Beneficial Owners as on Thursday, 18<sup>th</sup> June, 2026, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.

### How do I vote electronically using NSDL e-voting system?

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

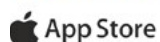
In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

**Type of shareholders****Login Method**

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. 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.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. 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 hold 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.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")

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](http://www.cdslindia.com) and click on login icon and New System Myeasi Tab and then user your existing my easi username and password.
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. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login and New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile and Email 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.

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
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 eservices 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 001*** and EVEN is 139523 then user ID is 139523001***

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' 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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**
1. 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](mailto:ciplascrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.

2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr Amit Vishal or Ms Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, 18<sup>th</sup> June, 2026, may obtain the login id and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 18<sup>th</sup> June, 2026 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.

**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 number, name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhaar/ utility bill (not older than 3 months) by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

In case shares are held in demat mode, please provide DPID-CLID (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 Aadhaar/ Utility bill (not older than 3 months) to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

2. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

**Instructions for members for e-voting on the day of the AGM:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM will be the same person mentioned for remote e-voting.

## **STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS(ES) TO BE TRANSACTED AT THE 90<sup>TH</sup> ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED 13<sup>TH</sup> MAY, 2026: [Pursuant to Section 102 of the Companies Act, 2013]**

### **Item Nos. 1 and 2: Ordinary Resolution**

As per the applicable statutory provisions, the Company submits its standalone and consolidated financial statements for the financial year for adoption by members at the AGM.

The Board of Directors ('Board'), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2026.

The standalone and consolidated financial statements of the Company along with the reports of the Board and Statutory Auditors' thereon have been:

- sent to the members at their registered email address; and
- uploaded on the website of the Company, i.e. [www.cipla.com](http://www.cipla.com) under the 'Investors section'.

The Board confirms compliance with applicable accounting standards in preparation of the financial statements, adoption of consistent and prudent accounting policies, maintenance of adequate records and internal financial controls, and preparation of accounts on a going concern basis, thereby presenting a true and fair view of the Company's financial position and performance.

The Statutory Auditor has issued unmodified reports on the financial statements and has confirmed that both standalone and consolidated financial statements represent the true and fair view of the state of affairs of the Company.

In case members have any query or question on the financial statements, they are requested to send their queries or questions to the Company Secretary at the email id [cipla.agm@cipla.com](mailto:cipla.agm@cipla.com) by Wednesday, 24<sup>th</sup> June, 2026 to enable the management to objectively respond to these queries at the AGM.

The Board recommends the resolutions as set out in item nos. 1 and 2 for approval by the members as ordinary resolutions.

None of the directors and the key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in these resolutions.

### **Item No. 3: Ordinary Resolution**

As per the applicable statutory provisions, the dividend is required to be declared by the members of the Company, on the recommendation of the Board.

In accordance with the Dividend Distribution Policy of the Company, the Board has recommended a final dividend of ₹ 13/- per equity share (i.e. 650% on the face value of 2/-), for the financial year ended on 31<sup>st</sup> March, 2026. In case the shares are held in physical form, the dividend recommended by the Board, if approved, will be paid to those members whose name will appear in the Register of Members on the record date i.e., as at the close of business hours on Friday, 5<sup>th</sup> June, 2026 and in respect of shares held in dematerialised form, the dividend will be paid to the beneficial owners whose name appears in the Register of Beneficial Owners as per the records of the National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 5<sup>th</sup> June, 2026.

The Company will endeavour to pay the dividend within 7 working days from the date of the declaration but not later than 30 days from the date of the ensuing AGM.

The Board recommends the resolution as set out in item no. 3 for approval by the members as an ordinary resolution.

None of the directors and the key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution except as a member to the extent of their shareholding in the Company.

### **Item No. 4: Ordinary Resolution**

As per the applicable statutory provisions, at least two-thirds of the total number of directors (excluding independent directors), are liable to retire by rotation, out of which one-third of the total number of such directors shall retire at every AGM.

In compliance with this requirement, Mr Adil Zainulbhai, Non-Executive Director of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Mr Adil Zainulbhai was appointed as Non-Executive Director, of the Company on 3<sup>rd</sup> September, 2024 and is liable to retire by rotation.

Mr Zainulbhai is a Mechanical Engineering graduate from the Indian Institute of Technology and an MBA from Harvard Business School. He retired as the 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 Toubro, Reliance Industries etc. and is the Chairman of Network 18 Media and Investments 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.

Detailed profile of Mr Adil Zainulbhai is also available on the website of the Company at [www.cipla.com](http://www.cipla.com) in the 'Investors section'. Details as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 and other applicable provisions have been provided in Annexure I to the explanatory statement.

Based on the performance evaluation of Mr Zainulbhai, the Board recommends the resolution as set out in item no. 4 for approval by the members as an ordinary resolution.

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

#### **Item No. 5: Ordinary Resolution**

M/s Walker Chandiook & Co. LLP, (Firm Registration No. 001076N/ N500013), the present statutory auditors would be completing their second term as statutory auditors upon conclusion of the ensuing 90<sup>th</sup> Annual General Meeting i.e. on 25<sup>th</sup> June, 2026.

As per the applicable statutory provisions, the Company is required to appoint another firm of Chartered Accountants as the new statutory auditors, in place of retiring auditors. The new auditors need to be appointed for a period of 5 years.

The Management, under the supervision of the Chairman - Audit Committee initiated the process for selection of new statutory auditor. Leading firms were invited to participate in the process. After an extensive evaluation considering various factors such as basic eligibility conditions, independence, industry experience, technical skills, audit tools, suitability for diverse business landscape, use of technology, agility, geographical presence, size of the audit team and overall audit capability, order or proceedings before the Institute of Chartered Accountants of India and before any Courts of Law, the firms were short listed and invited for interaction with the Audit Committee and the Board of Directors. On the recommendation of the Audit

Committee, the Board recommended the appointment of M/s B S R & Co. LLP as the Statutory Auditors of the Company for a term of 5 years from the conclusion of 90<sup>th</sup> AGM until the conclusion of 95<sup>th</sup> AGM. It is proposed to pay remuneration of ₹ 3,15,00,000/- (Rupees Three Crore Fifteen Lacs Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending 31<sup>st</sup> March 2027. The remuneration for the remaining period of the term shall be fixed by the Board of Directors, based on the recommendation of the Audit Committee.

The Company will not avail any services prohibited under Section 144 of the Companies Act, 2013 from the Statutory Auditors. The fees, if any, for the permitted non-audit services shall not exceed 20% of the annual audit fees.

There is no material change in the proposed amount of remuneration to be paid to M/s B S R & Co. LLP vis-à-vis the remuneration paid to M/s Walker Chandiook & Co. LLP, the retiring Statutory Auditors.

M/s B S R & Co. was originally constituted on 27<sup>th</sup> March, 1990 as a partnership firm and was subsequently converted into limited liability partnership i.e. B S R & Co. LLP, on 14<sup>th</sup> October, 2013. The firm is registered with the Institute of Chartered Accountants of India under Registration Number 101248W/W-100022. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

The firm has a strong national presence with offices across 14 locations, supported by a professional workforce of over 4,000 staff and 170+ Partners. B S R & Co. LLP provides audit and assurance services to a broad range of companies listed on Indian stock exchanges, including entities operating in the pharmaceutical sector.

M/s B S R & Co. LLP have (i) consented to accept the appointment upon approval; (ii) confirmed that they satisfy the criteria of independence provided under the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder; and (iii) provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

The Board recommends the resolution as set out in item no. 5 for approval by the members as an ordinary resolution.

None of the directors and the key managerial personnel and/ or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

**Item No. 6: Ordinary Resolution**

The Board, on the recommendation of the Audit Committee, has re-appointed M/s Joshi Apte & Associates – Cost Accountants (Firm Registration No. 000240) as the Cost Auditor to audit the Company's cost records for the financial year ending 31<sup>st</sup> March, 2027 at a remuneration of ₹12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

As per the statutory provision, the remuneration payable to the cost auditor is required to be ratified by the members of the Company.

The Board recommends the resolution as set out in item no. 6 for ratification by the members as an ordinary resolution.

None of the directors and the key managerial personnel and/ or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

For **Cipla Limited**

**Rajendra Chopra**  
Company Secretary  
(Membership No. A12011)

Date: 13<sup>th</sup> May, 2026  
Place: Mumbai

## ANNEXURE I

## PROFILE OF DIRECTOR

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

<b>Full Name</b>	<b>Mr Adil Zainulbhai</b>
<b>Director Identification Number (DIN)</b>	06646490
<b>Age</b>	72 years
<b>Date of first appointment on the Board</b>	3 <sup>rd</sup> September, 2024
<b>Qualification</b>	PGDM (Harvard Business School), Mechanical Engineering (IIT Mumbai)
<b>Experience and nature of expertise in specific functional areas / Brief resume</b>	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. 4 of explanatory statement and website of the Company at <a href="http://www.cipla.com">www.cipla.com</a> .
<b>Remuneration last drawn (including sitting fees)</b>	
<b>Remuneration to be paid</b>	Mentioned in the Report on Corporate Governance.
<b>Number of board meetings attended during FY 2025-26</b>	
<b>Terms and conditions of re-appointment</b>	Mr Adil Zainulbhai is liable to retire by rotation. The detailed terms and conditions of his appointment have been mentioned in the Postal Ballot notice dated 3 <sup>rd</sup> September, 2024 available on the Company's website. There is no change to the existing terms and conditions of his appointment.
<b>Shareholding including shareholding as beneficial owner (Equity Shares)</b>	Nil
<b>Member/ Chairperson of committees of the Company</b>	<b>Member</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Operations and Administrative Committee</li> </ul>
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>• Network18 Media &amp; Investments Limited</li> <li>• Reliance Retail Limited</li> <li>• Unnati Employment Network</li> <li>• C3 Medicare Private Limited</li> </ul>
<b>Relationship with other directors and key managerial personnel</b>	None
<b>Chairperson and Membership of committees held in other Indian companies</b>	<ul style="list-style-type: none"> <li>• <b>Network18 Media &amp; Investments Limited</b> <ul style="list-style-type: none"> <li>- Stakeholders Relationship Committee - Chairperson</li> <li>- Risk Management Committee - Chairperson</li> <li>- Corporate Social Responsibility Committee - Chairperson</li> <li>- Audit Committee - Member</li> <li>- Nomination and Remuneration Committee - Member</li> </ul> </li> </ul>
<b>Listed entities from which the person has resigned in the past three years</b>	<p>Mr Adil Zainulbhai has completed his maximum permissible term of 10 years as an Independent Directors in the following Companies in last three years and had accordingly ceased to be the Independent Directors in these companies. He did not resign from any listed entity during the last three years:</p> <ul style="list-style-type: none"> <li>• Larsen and Toubro Limited</li> <li>• Reliance Industries Limited</li> <li>• Reliance Jio Infocomm Limited</li> </ul> <p>Pursuant to the amalgamation of TV18 Broadcast Limited with Network18 Media &amp; Investments Limited with effect from 3<sup>rd</sup> October, 2024, Mr Adil Zainulbhai ceased to be an Independent Director of the TV18 Broadcast Limited.</p>