

Investor FAQs – Cipla Limited

Overview

- ✓ Cipla Limited (“the Company”) was incorporated in the year 1935.
- ✓ CIN: L24239MH1935PLC002380
- ✓ The Company’s equity shares are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange.
- ✓ Stock Code
 - BSE – 500087
 - NSE – CIPLA EQ
- ✓ DR Symbol – CUSIP CIPLG / 172977209
- ✓ ISIN Number for NSDL & CDSL – INE059A01026
- ✓ The Company has appointed M/s.KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) as its Share Transfer Agents (“Share Transfer Agents / STA”) for handling all matters relating to its shares.

Address for correspondence

	Contact details	Address
For share transfer, transmission, National Electronic Clearing Service (NECS), dividend, dematerialisation, etc.	KFin Technologies Private Limited Share Transfer Agents Email: einward.ris@kfintech.com	KFin Technologies Private Limited, Unit: Cipla Limited. Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana Tel: (040) 6716 2222 / 6716 1511
For Corporate Governance and other Secretarial matters	Mr. Rajendra Chopra Company Secretary Email: cosecretary@cipla.com	Cipla Limited Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 Tel: (022) 2482 6000 Fax: (022) 2482 6120
For IEPF Related matters	Mr. Karan Tanna Nodal Officer Email: cosecretary@cipla.com	
For Financial Statements related matters and Institutional Investors	Mr. Naveen Bansal Investor Relations Email: investor.relations@cipla.com	
For Corporate Communication related matters	Ms. Pallavi Golar Senior Manager Corporate Communications Email: pallavi.golar@cipla.com	

Rights of shareholders

The Company seeks to protect and facilitate the exercise of the following rights of shareholders:

- right to participate in, and to be sufficiently informed of, decisions concerning fundamental corporate changes.
- opportunity to participate effectively and vote in general shareholder meetings.
- being informed of the rules, including voting procedures that govern general shareholder meetings.
- opportunity to ask questions to the board of directors at general meetings.
- effective shareholder participation in key corporate governance decisions such as election of members of board of directors.
- exercise of ownership rights by all shareholders, including institutional investors.
- adequate mechanism to address the grievances of the shareholders.
- protection of minority shareholders from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.
- Other rights as specified in the statutory enactments.

2. How to transfer physical securities to my name?

Send the original share certificates and executed & duly filled share transfer form (Form No. SH-4) affixed with share transfer stamps at 0.25% of the market value or the consideration amount (whichever is higher). The date taken for calculation of market value must be the same as the execution date mentioned on the share transfer form. With effect from 1st July 2002, for transactions in physical form, the Government of Maharashtra has banned the sale and use of share transfer stamps. For transactions executed in Maharashtra, instead of affixing share transfer stamps, stamp duty @ 0.25% of the market value or the consideration amount (whichever is higher) should be franked on the instrument of transfer.

Self-attested copies of PAN cards of all the transferors and transferees are mandatory for registration of transfers.

The above documents duly executed needs to be sent to the STA.

It takes 15 days to process the transfer. Once the shares are registered in your name, you will receive the original share certificates duly endorsed/transferred.

It is advisable to get your shares dematerialized through your Depository Participant. Please refer to the section on dematerialization of shares for more details.

3. I would like to gift some shares to my children/relatives. How do I get them registered in their names? Does this involve payment of stamp duty?

The procedure for registering gifted shares is the same as the procedure for a normal transfer. Stamp duty is also applicable on gifted shares and the duty is at 0.25% of the market value. The date taken for calculation of market value must be the same as the execution date mentioned on the share transfer form.

4. How do I ensure that the Share Transfer Form is complete before sending it to the Company?

The Share Transfer Form should contain requisite transferor's details such as folio number, certificate number, distinctive number, name of the holder(s), name and address of witnesses among other details. The Share Transfer Form is required to be signed by the transferor(s) (signatures of all holders in case of joint holding) and the witness.

Ensure that you fill in all the columns of the transfer form, sign as transferee at appropriate places and affix share transfer stamps / complete franking with appropriate amount. Please ensure that the transfer form is duly filled in and executed as explained, to avoid any discrepancy/objection on lodgement.

5. I want to add another person as a joint-holder to my shareholding. What is the procedure that I should follow?

Addition of another person as a joint-holder amount to a change in ownership of shares and the transfer procedure explained above should be followed.

Dematerialisation and Rematerialisation of shares

1. What is Demat and what are its benefits?

Dematerialisation (or Demat) signifies the conversion of a share certificate from its present physical form to electronic form for the same number of holdings.

It offers scope for paperless trading through state-of-the-art technology, whereby share transactions and transfers are processed electronically without involving any share certificate or transfer form after the share certificates have been converted from physical to electronic form.

No stamp duty is payable on transfer of shares in demat form. Demat attempts to avoid the time consuming and complex process of getting shares transferred in the name of buyers and also aims to bypass inherent problems of bad deliveries, delay in processing / fraudulent interception in postal transit, etc.

Dematerialisation of shares is optional and an investor can still hold shares in the physical form. However, the shares must be in demat form if the investor wishes to sell the same through the Stock Exchanges.

2. How does the Depository System operate?

The operations in the Depository System involve the Depositories, Depository Participants, Company/Registrars and Investors.

A Depository Participant ("DP") is the agent of the Depository and is the medium through which shares are held in the electronic form. They are also the representatives of the Investor, providing the link between the Investor and the Company/ STA through the Depository.

3. How can services of a depository be availed?

To avail the services of a depository one is required to open an account with any of the depository

participant of National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

4. What are the benefits of availing depository services?

- ✓ A safe, convenient way to hold securities;
- ✓ Immediate transfer of securities;
- ✓ No stamp duty on transfer of securities from one demat account to another;
- ✓ Elimination of risks associated with physical certificates;
- ✓ Reduction in paperwork involved in transfer of securities;
- ✓ More liquidity for purchase / sale of securities;
- ✓ Change in address, bank mandate, etc. recorded with DP gets registered with all companies in one go in which the investor holds securities electronically thereby eliminating the need to correspond with each of them separately;
- ✓ Easy nomination facility;
- ✓ Smooth transmission of securities in case of any eventualities.

5. How do I convert physical shares to demat form?

You need to have a demat account with any of the depository participant of NSDL or CDSL. Thereafter, fill a Dematerialisation Request Form (DRF) provided by the DP and surrender the physical original share certificate(s) intended to be dematerialised to the DP.

Upon receipt of the shares and the DRF, the DP will send electronic requests through the Depository to the STA for confirmation of demat. Each request will bear a unique transaction number.

Simultaneously, the DP will surrender the DRF and the shares to the STA with a covering letter requesting the STA to confirm the demat. After verifying the documents received from the DP, the STA will confirm the demat to the Depository.

This confirmation will be passed on from the Depository to the DP, who holds your account. After receiving this confirmation from the Depository, the DP will credit your account with equivalent number of dematerialized shares. The DP will then hold the shares in the dematerialized form on your behalf and you become the beneficial owner of these dematerialized shares.

6. Can I dematerialise shares held jointly, in the same combination of names, but the sequence of names is different?

Depositories provide “Transposition cum Demat facility” to help joint holder dematerialise securities in difference sequence of names. For this purpose, one must fill the DRF and Transposition Form and submit to the DP.

7. Once my shares are dematerialised, can I get them converted into physical shares?

If you hold shares in the electronic form, you have the option of converting your holding to the physical form by submitting a Rematerialisation Request Form (RRF) through your DP. The procedure is similar to that of Dematerialisation. Upon receiving such a request from your DP, the Company will issue physical share certificates for the number of rematerialised shares.

It is however advisable to note the benefits of holding shares in demat mode before converting the shares to physical form.

8. I have purchased some shares in paper form. Can I directly give the share certificates to my Depository Participant for dematerialising them in my favour?

Shares should be registered in your favour before they can be dematerialised. Please follow the procedure explained hereinabove.

9. How do I get my dividends on dematerialised shares?

On the Record date, the DPs will provide a list of demat account holders indicating the number of shares held in electronic form (known as Benpos – Beneficiary Position). On the basis of Benpos, the Company will make dividend payments in favour of demat account holders.

It is advisable to register your bank mandate with your DP to enable the STA to credit all your dividends directly into your bank account.

10. Will I get the Annual Report after I demat my shares? Will I be able to attend the AGM?

The rights of the shareholders holding shares in dematmode are at par with holders of shares in physical form. Hence, you will be eligible for the Annual Report and can rightfully attend the AGM as a shareholder.

11. What are the chances of any fraud/disputes in using a demat account? Whom should I approach in such cases?

Common risk factors applicable to trading in physical shares like mismatch in signatures, loss in postal transit, etc., are absent since dematerialised shares are traded scrip-less.

However, in the unlikely event of any dispute, your Depository Participant would have to be approached for resolution of the same.

12. Can I pledge my shares in demat form?

Yes. Please contact your DP where you hold a demat account.

13. Why can't the Company take request for change of details recorded in the demat account?

As per the Depository Regulations, the Company is obliged to take on record the details of demat shareholders furnished by the concerned Depository Participant. The Company cannot make any change in such records received from the Depository.

14. Can one freeze or lock his accounts?

Yes. One can freeze or lock his accounts for any given period of time. Accounts can be frozen for debits (preventing transfer of securities out of accounts) or for credits (preventing any movements of hindrances into accounts) or for both.

15. Can an investor open a single account for securities owned in different ownership patterns such as securities owned individually and securities owned along with others?

No. The demat account must be opened with the same ownership pattern in which the securities are held in physical form. Eg: If one share certificate is in individual name and another certificate is jointly held with some other person, in such case two different demat accounts would need to be opened.

Nomination in respect of shareholding

1. What is nomination facility and to whom is it more useful?

Section 72 of the Companies Act, 2013 provides the facility of nomination for shareholders. This facility is mainly useful for individuals holding shares in sole name. In case of joint holding of shares by individuals, nomination will be effective only in the event of death of all joint holders.

2. Who can appoint a nominee and who can be appointed as a nominee?

Individual shareholders holding the shares in single name or joint names can appoint a nominee. In case of joint holding, joint holders together have to appoint the nominee. While an individual can be appointed as a nominee, a trust, society, body corporate, partnership firm, karta of HUF or a power of attorney holder cannot be appointed as a nominee(s). Minor(s) can however be appointed as a nominee.

3. How do I make a nomination with regard to my shareholding?

To make a nomination for shares held in physical mode, please submit a duly filled in and signed nomination form (Form No. SH-13) to the STA. If you hold shares along with other holders, then all holders are required to sign the nomination form. In case of dematerialised shares, your nomination has to be recorded with your DP.

Option for multiple nominations for each folio / DP Id Client Id is also available.

4. Do I have to send my share certificates along with the nomination form?

It is not required to send your share certificate at the time of registration of the nominee.

5. My shares are held in joint names. Are the joint holders nominees to the shares?

Joint holders are not nominees. They are joint holders of the relevant shares. In the event of death of any one of the joint holders, the surviving joint holder/s of the shares is/are the only person(s) recognized by the Company as the holders of the shares.

6. Can a nomination once made be revoked / changed?

A nomination once made can be revoked / changed by submitting a fresh nomination in Form No. SH-14. If the nomination is made by joint holders, and one of the joint-holders dies, the surviving joint holder/s can make a fresh nomination by revoking the existing nomination.

7. What happens to the nomination if I dematerialise/rematerialize the shares?

The nomination gets cancelled in case you opt to dematerialise/rematerialize the shares. A fresh application for nomination will be required to be filed with your DP or the Company, as the case may be, post such dematerialisation/rematerialisation.

8. Nomination Form is an important document like a Will. What precautions investors should take to ensure that their instruction as to transmission would be acted upon by the Company / the STA?

The shareholders concerned should preserve a copy of the nomination form for their record. After registering the nomination, the STA will inform the shareholder(s) in writing of the registration of nomination.

9. Does transmission of shares to nominees attract stamp duty?

If the nominee elects to register himself as a shareholder, he has to intimate his decision in writing to the STA. This being in the form of transmission of shares will not attract stamp duty.

10. Does transfer of shares by nominee attract stamp duty?

If a nominee elects to transfer the shares, it would attract stamp duty for transfer. Please follow the procedure for transfer of shares.

11. What is the legal position of the nominee in case of death of the shareholders?

In case the shares are held by sole holder, upon the death of the shareholder, the nominee to the exclusion of any other legal heir/beneficiary, is the only person in whom the shares vest. In other words, in case of a valid nomination, the Company will not entertain any claim from legal heirs or beneficiaries and the shares will be transmitted only in favour of the Nominee.

In case the nomination is made by joint-holders, it will come into play only upon the death of all the joint holders. Therefore, if one of the joint shareholder dies, the shares will devolve on the surviving shareholders to the exclusion of the nominee.

12. What is the procedure for the nominee to get the shares in his name?

Upon the death of a shareholder, the nominee is entitled to have the shares transmitted in his favour. He/she is required to submit a notice in writing to this effect along with the original share certificate, attested copy of the death certificate of the deceased shareholder(s) along with attested copy of PAN Card and proof of address to the satisfaction of the STA/ Company.

Upon scrutiny of the documents submitted by the nominee and any other document, if required, and on being satisfied about the identity of the nominee, the shares will be transmitted in his/her favour and share certificates will be returned to him/her duly endorsed.

13. I have shares in demat form. Can I send the nomination form to the Company for making a nomination with respect to my shareholding?

For making a nomination with respect to dematerialised shares, you will have to approach your DP. For making a nomination in respect of physical shares, you are required to submit Form SH-13 with the STA.

Transmission of shares

1. In case of joint holdings, in the event of death of one shareholder, how do the surviving shareholders get the shares in their names?

The surviving shareholders are required to submit a request letter supported by a self attested copy of their PAN cards, a notarised copy of the Death Certificate of the deceased shareholder and the relevant original share certificates.

The STA, on receipt of the said documents, will delete the name of deceased shareholder from its records and return the original share certificates to the surviving joint holder(s) with the necessary endorsement.

2. If a shareholder who held shares in his sole name dies without leaving a will, how can his legal heir/s get the shares transmitted in their names?

Where the securities are held in single name without a nominee, an affidavit made on appropriate non judicial stamp paper, to the effect of identification and claim of legal ownership to the securities shall be required and additionally

- (i) for value of securities, threshold limit of upto Rs. 2 lakh only, as on date of application, one or more of the following documents may be submitted :
 - ✓ No objection certificate from all legal heir(s) who do not object to such transmission or copy of family settlement deed duly notarized or attested by a gazetted officer and executed by all the legal heirs of the deceased holder;
 - ✓ indemnity made on appropriate non judicial stamp paper, indemnifying the listed entity ;
- (ii) for value of securities, threshold limit, more than Rs.2 lakh, as on date of application, succession certificate or probate of will or letter of administration or court decree shall be submitted;

STA may also require any other document for verification of the claim.

3. If the deceased family member who held shares in his/her sole name leaves a Will, how do the legal heir/s get the shares transmitted in their names?

The legal heirs are required to get the Will probated by the High Court/District Court of competent jurisdiction and then send the STA, a probated copy of the Will. This should be accompanied by a relevant schedule/annexure setting out the details of the shares, the relevant share certificates in

original, the transmission form for transmission, attested PAN card and address proofs of all the claimants.

4. I have already produced the attested/registered Will. Since getting it probated would take a long time and money, is it possible to avoid that procedure?

In order to ascertain that the Will in question is the last Will and testament made by the deceased, it is important that the same is authenticated/probated by the Court. This is to protect the interest of the investors at large and to obviate any future claims/disputes on the same.

5. The name of a joint holder was included only for convenience by the first holder. I am the only legal heir. Could you transfer the shares in my name as per the will/probate?

As per law, the joint holder is deemed to be having indivisible ownership of the joint property and the Company cannot ascertain as to how or why the name was included. As per the Articles of Association of the Company, the surviving joint holders are the only persons recognised as having title to the shares.

Change of address

1. If the shares are in physical form, what is the procedure for change of address?

Kindly send a request letter quoting the folio number and signed by all the shareholders for providing the new address along with the pin code. The request letter should be accompanied by a copy of PAN card of all the holders and attested copy of the address proof such as Aadhar card, passport, electricity bill, etc.

2. If the shares are demat mode, what is the procedure for change of address?

Since your DP maintains the records of your dematerialised shares, you have to approach your DP for any change in address.

3. Can there be multiple addresses for a single folio?

No. There can be only one registered address for one folio.

4. Can joint holders other than the first holder request for change of address?

No. The request letter for updation of records should be signed by all the shareholders.

Dividend and IEPF

1. I have not received my dividend. What action do I take?

You may write to the STA by furnishing the particulars of the dividend not received quoting your folio number/ DP ID / Client ID particulars (in case of dematerialised shares). If the dividend is unclaimed as per our records, STA will issue the relevant dividend warrants in your favour.

2. What is the procedure for obtaining a fresh dividend warrant / demand draft in place of expired dividend warrant / demand draft?

Fresh dividend warrant / demand draft can be issued only on expiry of the original dividend warrant / demand draft. Once the validity period has expired, you can write to the STA by furnishing details of unclaimed dividend. If the dividend amount is still shown as unclaimed in our Bank Statement, we will issue a duplicate warrant.

3. Can I claim old dividends relating to past years that I have not received?

Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including the provisions of section 205A and 205C of the erstwhile Companies Act, 1956), dividends that remain unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund (IEPF). Accordingly, unclaimed dividends from the financial year ended 31st March 1996 till 31st March 2010 and interim dividend for financial year ended 31st March 2011 have been transferred to IEPF. Members may claim the refund by making an online application to the IEPF Authority in Form No. IEPF-5 available on the website www.iepf.gov.in. Thereafter, please send Form IEPF-5, payment challan and other documents (in original) mentioned in Form IEPF-5 to the Nodal Officer.

In case of unclaimed dividend for any financial year post 2010, please refer to the section on unclaimed dividend on Cipla website.

4. Whom should we approach if the outstanding dividend pertains to a period before October 1995?

All unclaimed dividends up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period(s) can claim the amount from the Registrar of Companies, Maharashtra, CGO Complex, CBD Belapur, Navi Mumbai - 400 614, by submitting an application in Form No. II.

5. In order to protect against fraudulent encashment, I want to incorporate the details of my bank account in my dividend warrant. What is the procedure that I should follow?

If you hold shares in physical form, please update your bank mandate with the STA along with a copy of cancelled cheque. The STA will then incorporate the details in all your future dividend payments.

Members holding shares in dematerialised form may please note that their bank details as furnished by the respective depositories to the Company are considered for dividend payment. Such members may please note that the STA will not entertain any direct request from members for change/deletion in bank details. Further instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in dematerialised form. Members may therefore give instructions regarding bank accounts in which they wish to receive their future dividends to their DPs.

6. [Where can the status of unclaimed dividends be verified?](#)

The Company has uploaded the details of unclaimed dividend on the website of the Company i.e. www.cipla.com, which can be accessed by the shareholders by entering the folio no. / DP ID Client ID.

7. [Why were my shares transferred to Investor Education and Protection Fund? How can I claim back my shares?](#)

Ministry of Corporate Affairs (“MCA”) vide notification dated 5th September 2016 had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and issued subsequent amendments thereon. Pursuant to the said Rules and section 124(6) of the Companies Act, 2013, all shares in respect of which dividend had not been paid or claimed for seven consecutive years or more as on 31st October 2017 were required to be transferred by the Company to Investor Education and Protection Fund (“IEPF”), a Trust constituted by the Ministry of Corporate Affairs, Government of India.

In compliance with the above Regulations, the Company had transferred the shares to IEPF Authority. The above shares can be claimed from IEPF Authority by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in.

Loss of share certificates

1. [I have lost/misplaced my share certificates, what are the steps that I should take to obtain duplicate share certificates?](#)

You are required to immediately inform the STA about the loss of share certificates along with First Information Report (“FIR”) filed with police. Kindly ensure that your folio number and details of share certificates are reflected in the FIR and in your correspondence with the STA. They shall immediately mark a caution on your folio to prevent any further transfer of shares covered by the lost share certificates.

Upon receipt of intimation about loss of certificates, the STA will revert with the required formalities such as Affidavit, Indemnity Bond, etc. to be complied with for obtaining duplicate share certificates.

2. [I have lost my original share certificate along with original share transfer form. How should I proceed to obtain duplicate share certificates and transfer the shares in my name?](#)

Kindly follow the procedure described in the preceding answer. Further, also submit a proof of your purchasing the shares and such other document as to indemnity as the Company thinks fit.

3. [What action should I take if I retrieve the original share certificate, which I had reported to the Company as lost?](#)

In case, a duplicate share certificate has been issued, you are required to immediately surrender the original share certificate to the STA. In case the original share certificates are found before you comply with the procedure for obtaining duplicate share certificates, please inform the STA immediately so that we can remove the caution from your folio immediately.

Green initiative

1. What is Green Initiative? Why should I register for the same?

Green Initiative is an effort of the Government of India which aims at reducing paper consumption thereby contributing to a greener environment. Towards this, the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 allow companies to issue Annual Reports and other documents to the shareholders in electronic mode.

By registering for Green Initiative, every shareholder will get an opportunity to contribute to this noble cause for the benefit of our future generations.

2. How do I register for e-communication?

Register your email id with the STA (in case of physical shares) and your DP (in case of demat shares) for registering for e-communication.

Miscellaneous

1. I wish to split/consolidate my share certificates into marketable lots. What is the procedure that I should follow?

Forward your original share certificates along with a request letter signed by all the registered shareholder/s to the STA.

2. I hold more than one folio in the same name. Can I consolidate these folios?

Yes. The folios with identical name and/or in the same order of identical names (in case of joint-holding) bearing the same address can be consolidated as one. For consolidating your folios, forward the original share certificate relating to those folios which you wish to merge along with a request letter duly signed by all the registered holders to the STA and we will return the share certificates by endorsing the consolidated folio number.

3. In the year 1994, the Company had sub-divided face value of the shares from Rs.100 to Rs.10 and thereafter in the year 2004 from Rs.10 to Rs.2. However, I still hold share certificates of face value Rs.100 or Rs.10. How do I exchange them with new share certificates of face value Rs.2?

Please forward your old original share certificates to the STA along with a request letter signed by the registered shareholder(s) and we shall issue new share certificates to you, post completion of formalities.

4. I want to authorise another person to deal with my shares. Do I have to report this to the Company?

Yes. You will have to execute a Power of Attorney in favour of the concerned person and submit a notarised copy of the same to the STA for registration. After scrutiny of the documents, we shall register the Power of Attorney and provide you with the registration number of the same.

5. We hold shares in joint names and would like to change the order of names.

Please forward your original share certificates along with a request letter duly signed by all the joint-holders as per the specimen signatures recorded with the Company mentioning the order of new names.

6. Why do I register my Permanent Account Number (PAN)?

Registration of PAN details will safeguard the interests of the investors. PAN is a unique checkpoint to ascertain the genuineness of the request of the shareholders.

7. My ancestors were holding shares in Cipla prior to partition of the country. How do I claim those shares?

Shares held by Pakistani / Bangladeshi shareholders stand vested with the Custodian of Enemy Property for India ("CEPI"). Please obtain clearance from CEPI for transmission of shares in your favour.

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