

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013
Phone: +91 22 2482 6000, **Fax:** +91 22 2482 6893, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com
Corporate Identity Number: L24239MH1935PLC002380

Notice of 85th Annual General Meeting

NOTICE is hereby given that the 85th Annual General Meeting of Cipla Limited will be held on Wednesday, 25th August, 2021 at 3.00 PM (IST) through video conferencing (VC)/ other audio visual means (OAVM) to transact the following businesses:

Ordinary Business(es):

To consider, and if thought fit, to pass resolution nos. 1 to 4 as ordinary resolutions.

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditor thereon

“Resolved that the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and 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 31st March, 2021 and the report of the Auditor thereon

“Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the report of 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 ₹ 5/- (Rupees five only) per equity share of the Company, as recommended by the Board of Directors for the financial year ended 31st March 2021, be and is hereby declared and that such dividend be paid to

those equity shareholders whose names appear in the Register of Members as at the close of business hours on Tuesday, 10th August, 2021.”

4. To re-appoint the Statutory Auditor of the Company

“Resolved that pursuant to the provisions of the applicable laws and upon recommendation of the Audit Committee and the Board of Directors, M/s. Walker Chandiook & Co LLP, Chartered Accountants, New Delhi (Firm Registration No. 001076N/ N500013) be and is hereby re-appointed as the statutory auditor of the Company, for the second term of five (5) years, i.e. from the conclusion of this Annual General Meeting until the conclusion of 90th Annual General Meeting at a remuneration of ₹1,56,00,000/- (Rupees one crore fifty-six lakhs only) payable in one or more tranches plus applicable taxes, and reimbursement of reasonable out-of-pocket expenses for the financial year ended 31st March, 2022.

Resolved further that the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the statutory auditor for the balance period.”

Special Business(es)

To consider and if thought fit, to pass resolution no. 5 as a special resolution and resolution no. 6 to 9 as ordinary resolutions.

5. To re-appoint Mr M K Hamied as a director liable to retire by rotation

“Resolved that pursuant to the provisions of the applicable laws, the Articles of Association and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr M K Hamied (DIN: 00029084), who has attained 80 years of age and 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.”

6. To appoint Mr Robert Stewart as an independent director

“Resolved that pursuant to the provisions of the applicable laws, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Robert Stewart (DIN: 03515778) who was appointed as an additional director and an independent director of the Company effective 14th May, 2021, be and is hereby appointed as an independent director not liable to retire by rotation for a period of five (5) years commencing from 14th May, 2021 to 13th May, 2026.”

7. To appoint Mr Ramesh Prathivadibhayankara Rajagopalan as an independent director

“Resolved that pursuant to the provisions of the applicable laws, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr Ramesh Prathivadibhayankara Rajagopalan (‘Mr P R Ramesh’) (DIN: 01915274) who was appointed as an additional director and an independent director of the Company effective 1st July, 2021, be and is hereby appointed as an independent director not liable to retire by rotation for a period of five (5) years commencing from 1st July, 2021 to 30th June, 2026.”

8. To re-appoint Mr Umang Vohra as Managing Director and Global Chief Executive Officer

“Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to the re-appointment of Mr Umang Vohra (DIN: 02296740) as Managing

Director and Global Chief Executive Officer of the Company, for a period of five (5) years commencing from 1st April, 2021 till 31st March, 2026 on the terms and conditions as set out in the statement setting out material facts annexed to the notice convening this Annual General Meeting and those stipulated in the employment agreement executed for purposes of giving effect to the said re-appointment and who shall be liable to retire by rotation.

Resolved further that the Board of Directors be and is hereby authorised to alter, vary and modify the terms of re-appointment including, inter-alia, employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the members and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any director or officer to give effect to this resolution.”

9. To ratify remuneration of the cost auditor for the financial year ended 31st March, 2022

“Resolved that pursuant to the provisions of the applicable laws, the remuneration of ₹ 11,75,000/- (Rupees eleven lakh seventy five thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses to be paid to Mr D H Zaveri, the cost auditor, to audit the cost records maintained by the Company for the financial year ending 31st March, 2022, as approved by the Board on the recommendation of the Audit Committee, 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.”

By order of the Board of the Directors

Date: 30th June 2021
Place: Mumbai

Rajendra Chopra
Company Secretary

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 and the Securities and Exchange Board of India (SEBI) vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC)/ other audio visual means (OAVM). Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for 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. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. The members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time or any time thereafter till conclusion of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come-first-serve basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-serve basis and can connect with Company at cipla.agm@cipla.com for participating at the AGM without such restriction.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, 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.

Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) intending to attend the meeting in accordance with the terms of Section 113 of the Companies Act, 2013 are required to send scanned certified true copy (PDF format) of the board resolution/ power of attorney/ authority letter, etc. to the Scrutiniser at e-mail ID: ciplascrutinizer@gmail.com to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting.
5. In compliance with the Circulars, notice of the AGM along with the Annual Report 2020-21 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members holding shares in dematerialised form who have not updated their email addresses are requested to contact their Depository Participant for updation of their email ID. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at einward.ris@kfintech.com along with the copy of the signed request letter mentioning their name and address, self-attested copy of the PAN card and self-attested copy of a valid proof of address (eg. Aadhaar/Utility bill - not older than 3 months) in support of the member's address.
6. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.
7. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/OAVM by the National Securities Depository Limited (NSDL) e-Voting system i.e. www.evoting.nsdl.com.
8. Members may please note that the AGM notice, annual reports as mentioned in the annual report are available on the Company's website at www.cipla.com, on websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on website of NSDL (i.e. www.evoting.nsdl.com).
9. 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 Certificate from the statutory auditor of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 25th August, 2021 during business hours. Members seeking to inspect such documents may send a request on the email id cipla.agm@cipla.com at least one working day before the date on which they intend to inspect the document.
10. The statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice. As required under the Secretarial Standard - 2

and Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the relevant information of directors seeking appointment/re-appointment is attached as Annexure 1. Though not statutorily required, the explanatory statement to Ordinary Business Item Nos. 1 to 4 is being provided as additional information to the members. The Board of Directors have considered Item Nos. 5 to 9, as unavoidable, and therefore included it as Special Business(es) in this notice.

11. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In terms of SEBI circular, transfer deed(s) that were lodged prior to deadline of 1st April, 2019 and returned due to deficiency in the document or deficient transfers were permitted for transfer upto 31st March, 2021. In order to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company's Share Transfer Agent for assistance in this regard at the following address:

KFin Technologies Private Limited (hereinafter referred to as "KFinTech")

(Unit: Cipla Limited)

Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financial District, Nanakramguda,

Serilingampally, Hyderabad, Telangana - 500 032

Tel: (040) 6716 2222 / 6716 1511; Fax: (040) 2300 1153

12. As per Section 72 of Companies Act, 2013, members can nominate a person in respect of all the shares held by them singly or jointly.

Members holding shares in physical form can avail the nomination facility by filling Form No. SH-13 in duplicate with the Company's Share Transfer Agent i.e. KFin Technologies Private Limited. Members holding shares in the dematerialised form may contact their Depository Participant for recording nomination in respect of their shares.

13. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 11th August, 2021 to Wednesday, 25th August, 2021, both days inclusive.

14. The dividend for the year ended 31st March, 2021 as recommended by the Board, if approved at the AGM, will be paid to those members whose names will appear in the Company's Register of Members as on close of Tuesday, 10th August, 2021. In respect of shares held in dematerialised form, the dividend will be payable based on beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

15. 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. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.

16. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) (including the provisions of Sections 205A and 205C of the Companies Act, 1956), dividends that remain "Unpaid or Unclaimed" for a period of seven years are mandatorily required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, unpaid / unclaimed dividends up to the financial year 2012-13 have been transferred to 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 31st March, 2013 were transferred by the Company to IEPF in September 2020. Due to the pandemic as postal services were suspended, the Company had sent individual communications by email to those shareholders whose email ID was registered with the Company and whose shares were liable to be transferred to IEPF.

Members may note that unclaimed final dividend for the financial year ended 31st March, 2014 will become due for transfer to IEPF on 3rd October, 2021. Those members, who have not encashed the unclaimed dividend for the said period and also for the subsequent years are requested to contact KFinTech / Shares Department of the Company

We have uploaded the details of such members on the Company's website i.e. www.cipla.com under Investors section. Please note that no claim will lie against the Company in respect of unclaimed dividend and shares transferred to 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, equity shares have been transferred to IEPF, may claim the refund by making an application to the IEPF Authority in Form No. IEPF-5 available on the website www.iepf.gov.in.

TDS on Dividend Amount

- Pursuant to the Finance Act, 2020, dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the shareholders. Also, the company needs to deduct tax at source from dividends paid to shareholders. The rate of deduction of tax depends on residential status of the shareholder, the documents submitted by the shareholder and accepted by the Company.

For resident individual shareholders:

The tax shall be deducted under Section 194 of the Income Tax Act 1961 as follows:

- At 10% if aggregate amount of dividend to be received by the shareholder during the given financial year (FY 2021-22) exceeds ₹ 5,000 and valid PAN is provided by the shareholder. However, if shareholder provides the duly filled form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age

of 60 years) for relevant financial year (FY 2021-22) complete in all respects and all the required eligibility conditions are met then, NIL tax shall be deducted at source.

- In case of invalid or non-availability of PAN, tax shall 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 any provision of Income Tax Act obtained by shareholder for FY 2021-22, the withholding tax shall be at the rate mentioned in the certificate issued by the authority and the same submitted to the company.
- In case of invalid or non-availability of PAN, the withholding tax shall be at 20%.
- Resident shareholders who are eligible to provide declarations in Form 15G or 15H as may be applicable to them, may fill up the relevant declaration and submit at the link provided: <https://easydividend.nexdigm.com/CIPLA-LIMITED>

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/Taxation-of-Dividend-Distribution-in-India.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, the shareholder has 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 u/s 10(23D) of the Income Tax Act, 1961
- Declaration and Registration certificate by Category I/II Alternate Investment Fund (AIF) registered with SEBI.

- The aforesaid declarations can be directly e-mailed to dividend.cipla@nexdigm.com.

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

At 20% on the entire amount of dividend to be received by the shareholder without any threshold. However, as per Section 90(2) of the Income Tax Act, 1961, 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 FY 2021-22.
- Self-declaration in Form 10F for FY 2021-22
- 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 FY 2021-22.
 - 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 FY 2021-22.
 - vi. The aforesaid declarations can be directly e-mailed to dividend.cipla@nexdigm.com.

For non-filers of Return of Income:

- At 20% on the entire amount of dividend to be received by the shareholder. If the shareholder has not filed the return of income for last two financial years (i.e. FY 2018-19 and FY 2019-20); and Tax Deducted at Source and Tax Collected at Source in each of these years in case of the shareholder is ₹ 50,000 or more.
- The non-resident shareholders who does not have a permanent establishment is excluded from the scope of a specified person.

General Instructions:

- Individual shareholders are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such a scenario, tax shall be deducted at higher rate of 20%.
- 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 Income Tax Act, 1961.
- 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 is not 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 co-operate in any proceedings before any income-tax/apellate authority.

- The above withholding tax is in summarised form of law and not detailed analysis nor any tax advice. For detailed tax advices related to their tax matters, shareholders are advised to consult their tax professionals.
18. 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.nsd.com> by following the instructions mentioned in the notice below or on the website of the Company www.cipla.com under the Investors section.
 19. The results on resolutions will be declared on or after the AGM of the Company and 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.
 20. The results declared along with the scrutiniser's report will be placed on the website of the Company i.e. www.cipla.com under Investors section and on the website of NSDL i.e. <https://evoting.nsd.com>. The results shall also be communicated to the stock exchanges.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under "Join General meeting" menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/ Member login where the EVEN of Company 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 30 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.co.in or use Toll Free no. 1800 1020 990 /1800 224 430; or
 - Contact Mr Amit Vishal or Ms Pallavi Mhatre, NSDL at the designated email ID: evoting@nsdl.co.in.
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 would like to express their views or ask questions during the AGM may 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 from Thursday, 19th August, 2021 (from 9.00 am) to Tuesday, 24th August, 2021 (upto 5.00 pm). 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.
 5. Members who would like to express their views/ have questions with respect to financial statements or any item proposed in this notice may send their questions mentioning their name, demat account number/folio number, email ID and mobile number at cipla.agm@cipla.com by Tuesday, 24th August, 2021 to enable the management to respond to these queries objectively at the AGM.

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 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 through electronic means, as the authorised agency. 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 Board of Directors of the Company has appointed Mr B Narasimhan, Practicing Company

Secretary and failing him, Mr Avinash Bagul, Practicing Company Secretary as the Scrutiniser to scrutinise the remote e-voting process and e-voting in a fair and transparent manner.

3. The members, whose names appear in the Register of Members/ Beneficial Owners as on Wednesday, 18th August, 2021, 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.
4. The remote e-voting period begins on Saturday, 21st August, 2021 at 9.00 am and ends on Tuesday, 24th August, 2021 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 i.e. Wednesday, 18th August, 2021 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.
5. 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/>

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps as mentioned below:





Step 1: Access the NSDL e-Voting system

A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

Login methods for individual shareholders holding securities in demat mode are given below:

| Type of shareholders | Login method |
|--|---|
| Individual shareholders holding securities in demat mode with NSDL | <p>a) Existing IDeAS users can visit the e-Services website of NSDL https://eservices.nsdl.com on a personal computer or 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.</p> <p>Click on 'Access to e-Voting' under e-voting services and you will be able to see the 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 or for joining the virtual meeting and voting during the meeting.</p> <p>b) 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 on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ on a personal computer or 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> |

| Type of shareholders | Login method |
|--|---|
| | <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting.</p> |
| | <p>d) Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: right;">NSDL Mobile App is available on  App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual shareholders holding securities in demat mode with CDSL | <p>a) Existing users who have opted for Easi/ Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Click on New System Myeasi.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E-Voting Menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>b) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>c) Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p> |
| Individual shareholders (holding securities in demat mode) can login through their depository participants | <p>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, where you can see the e-Voting feature. Click on the 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 or for joining the virtual meeting and voting during the meeting.</p> |

Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password options available at above-mentioned websites.

Helpdesk details for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL are as follows:

| Login type | Helpdesk details |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos. 1800 1020 990 or 1800 22 44 30 |
| Individual shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022- 23058738 or 022-23058542-43 |

B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How do I login 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/> on a personal computer or 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 have to enter your User ID, Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

| Manner of holding shares – Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For members who hold shares in demat account with NSDL | 8 character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For members who hold shares in demat account with CDSL | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For members holding shares in physical form | EVEN Number followed by Folio Number registered with the company For example, if folio number is CIP000*** and EVEN is 116446 then user ID is 116446CIP000*** |

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 enter the 'initial password', 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 in your mailbox. Open the email and open the attachment i.e. a .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 as the 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). This option is available on www.evoting.nsdl.com.

- b) Click on **'Physical User Reset Password?'** (if you are holding shares in physical mode). This option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above two options, you can send a request at 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 votes on the e-Voting system of NSDL.
7. After entering your password, tick on 'Agree to Terms and Conditions' by selecting the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, the home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How do I cast my vote electronically and join General Meeting on NSDL e-Voting system?

- a) 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 and General Meeting is in active status.
- b) Select 'EVEN' of the company for which you wish to cast your vote during the remote e-Voting period. Cast your vote during the General Meeting. For joining the virtual meeting, you need to click on VC link placed under 'Join General Meeting'.
- c) Now you are ready for e-voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

1. It is strongly recommended to not share your password with any other person and to take the utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos. 1800 1020 990 and 1800 22 44 30; or send a request to Mr Amit Vishal or Ms Pallavi Mhatre, NSDL at the designated email ID: evoting@nsdl.co.in.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email 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.

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 Aadhar/ Utility bill (not older than 3 months) to einward.ris@kfintech.com.

2. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting by providing above mentioned documents.

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/OAVM 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. 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 85th ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED 30th June, 2021: [Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1 and 2: Ordinary Resolution

In terms of Section 129 of the Companies Act, 2013, the Company submits its standalone and consolidated financial statements for the financial year under review for adoption by members at the Annual General Meeting.

The Board of Directors (also referred to as the Board), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended 31st March, 2021. Detailed elucidation of the financial statements have been provided under various sections of the Annual Report, including the Board's Report, the Management Discussion & Analysis, and the Financial Capital section of the Integrated Report.

The standalone and consolidated financial statements of the Company along with the reports of the Board of Directors and Auditor thereon:

- Have been sent to the members on their registered email address
- Have been uploaded on the website of the Company, i.e. www.cipla.com, in the Investors section.

The auditor has issued an unmodified report on the financial statements and has confirmed that both standalone and consolidated financial statements represent true and fair view of the state of affairs of the Company.

The Board has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as on 31st March, 2021 and of the profit of the Company for the financial year ended 31st March, 2021.

In case members have any query or question on the financial statements, they are requested to send their queries/questions to the Company Secretary at the email ID cipla.agm@cipla.com by 24th August, 2021 to enable the management to respond to these queries objectively at the AGM.

The Board recommends the resolutions at Item Nos. 1 and 2 for approval of the members as ordinary resolutions.

None of the directors and key managerial personnel and their relatives are in any way, financially or

otherwise, interested or concerned in these resolutions except as a member to the extent of their shareholding in the Company.

Item No. 3: Ordinary Resolution

In terms of the provision of the Companies Act, 2013, the members approve and declare the dividend recommended by the Board of Directors.

Pursuant to the Dividend Distribution Policy of the Company, the Board has recommended a final dividend of ₹ 5/- per equity share for the financial year ended 31st March, 2021. In case of shares 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 as on the close of Tuesday, 10th August, 2021. For shares held in dematerialised form, the dividend will be paid to those members whose names appear as beneficial owners in the records of the depositories as on Tuesday, 10th August, 2021.

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

The Board recommends the resolution at Item No. 3 for approval of the members as an ordinary resolution.

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

Item No. 4: Ordinary Resolution

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014), M/s. Walker Chandiok & Co. LLP ("WCC"), were appointed as the statutory auditor of the Company, at the 80th Annual General Meeting held on 28th September 2016 to hold office for a period of 5 years from the conclusion of the 80th AGM till the conclusion of the 85th AGM. WCC would be completing their first term of five years at the conclusion of this AGM. The Board, on the recommendation of the Audit Committee, has recommended the re-appointment of WCC for the second term of five years to hold office from the conclusion of the 85th AGM till the conclusion of the 90th AGM at a remuneration of ₹ 1,56,00,000

(Rupees one crore fifty-six lakhs only) plus applicable taxes and reimbursement of out of pocket expenses, for the financial year ended 31st March, 2022. The remuneration for balance period will be decided by the Board.

M/s. Walker Chandiok & Co LLP was established on 1st January, 1935 and converted to a Limited Liability Partnership firm on 25th March, 2014 and has a registered office at L-41, Connaught Circus, New Delhi-110 001. The firm is registered with The Institute of Chartered Accountants of India and empanelled on the Public Company Accounting Oversight Board and Comptroller & Auditor General of India. The firm provides professional services like auditing, taxation, and management consultancy services to clients in India. The firm has 50 Partners and over 1,557 personnel operating from 13 offices in 11 cities [Bengaluru, Chandigarh, Chennai, Delhi (2 offices, including head office), Gurgaon, Hyderabad, Kolkata, Mumbai (2 offices), Noida, Pune, Kochi].

M/s. Walker Chandiok & Co LLP have 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 Company has received confirmation and consent from WCC that they are eligible for reappointment under Section 139 and 141 of the Companies Act, 2013.

Considering the past performance, experience, and expertise of WCC, and based on the recommendation of the Audit Committee, the Board recommends re-appointment of statutory auditor, as set out in the resolution in Item no. 4, for approval of the members as an ordinary resolution.

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

Item No. 5: Special Resolution

In terms of the provisions of Section 152 of the Act, at least two-thirds of the total number of directors (excluding independent directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mr M K Hamied, Non-Executive Director of the Company, would be retiring at the AGM. Being eligible, Mr M K Hamied has offered himself for re-appointment.

In terms of Regulation 17 of the Listing Regulations, every listed company is required to seek approval from the members by way of a special resolution for

the appointment/ continuing the appointment of non-executive directors who have attained the age of 75 years.

Mr M K Hamied (aged 80 years) is the Non-Executive Vice-Chairman of Cipla and represents the second generation of Cipla's founding family. He is a science graduate from Bombay University. Mr Hamied became the Director of Cipla in 1977 and became a Whole-time Director of the Company with effect from 15th December 1983. Mr. Hamied decided to move from an Executive position to the role of Non-Executive Vice-Chairman effective 1st April, 2014. Mr Hamied's association with the Company of around 40 years has added value to the Company, its members and employees. He has vast and varied experience in all functions of the Company including production, technical areas, quality management and general administration.

A detailed profile of Mr M K Hamied is available on the website of the Company www.cipla.com in the Investors section. Details as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard - 2 and other applicable provisions are provided in Annexure 1 to the explanatory statement.

Based on the report of the performance evaluation, and recommendation of the Nomination and Remuneration Committee and considering his rich and varied experience, the Board recommends re-appointment of Mr M K Hamied, as set out in the resolution in Item no. 5, for approval of the members as a special resolution.

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

Item No. 6: Ordinary Resolution

On the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr Robert Stewart as an additional and an independent director of the Company w.e.f. 14th May, 2021. Pursuant to the provisions of Section 161, Mr Robert Stewart holds office upto the date of the ensuing Annual General Meeting i.e. upto 25th August, 2021 and his appointment is required to be approved by the members in compliance with the provisions of Section 149 of the Companies Act, 2013.

Mr Robert Stewart has confirmed that (i) he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations; (ii) he is not disqualified from being appointed as an independent director. Unless exempted, Mr Robert Stewart would be required to

clear the independent directors' proficiency test within a period of two years from the date of inclusion of his name in the databank, i.e. by 31st March, 2023.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Mr Robert Stewart as an independent director of the Company.

Mr Robert Stewart brings experience of the biopharmaceutical industry pharma and expertise in manufacturing and commercial operations, quality, supply chain and general management. Mr Robert Stewart, in the opinion of the Board, fulfils the conditions of independence as specified in the Act, the Rules made thereunder and the SEBI Listing Regulations to the extent applicable to the Company and is independent of the management of the Company.

A detailed profile of Mr Robert Stewart is available on the website of the Company www.cipla.com in the Investors section. Details as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of applicable laws are provided in Annexure 1 to the explanatory statement. A copy of the letter of appointment setting out the terms and conditions of appointment is available to the members for electronic inspection without any fee.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr Robert Stewart as set out in the resolution in Item no. 6, for approval of the members as an ordinary resolution.

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

Item No. 7: Ordinary Resolution

On the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr Ramesh Prathivadibhayankara Rajagopalan (DIN: 01915274) ('Mr P R Ramesh') as an additional and an independent director of the Company w.e.f. 1st July, 2021. Pursuant to the provisions of Section 161, Mr P R Ramesh holds office upto the date of the ensuing Annual General Meeting i.e. upto 25th August, 2021 and his appointment is required to be approved by the members in compliance with the provisions of Section 149 of the Companies Act, 2013.

Mr P R Ramesh has confirmed that (i) he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI

Listing Regulations; (ii) he is not disqualified from being appointed as an independent director. Unless exempted, Mr P R Ramesh would be required to clear the independent directors' proficiency test within a period of two years from the date of inclusion of his name in databank, i.e. by 28th July, 2022.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr P R Ramesh as an independent director of the Company.

Mr P R Ramesh retired as a director of Deloitte & Touche Assurance & Enterprise Risk Services India Private Limited on 31st March, 2020 and has over 40 years of the experience in the field of audit, accounts, risk management, etc. Mr P R Ramesh, in the opinion of the Board, fulfils the conditions of independence as specified in the Act, the Rules made thereunder and the SEBI Listing Regulations, to the extent applicable to the Company and is independent of the management.

A detailed profile of Mr P R Ramesh is available on the website of the Company www.cipla.com in the Investors section. Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure 1 to the explanatory statement. A copy of the letter of appointment setting out the terms and conditions of appointment is available to the members for electronic inspection without any fee.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr P R Ramesh as set out in the resolution in Item no. 7, for approval of the members as an ordinary resolution.

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

Item No. 8: Ordinary Resolution

Mr Umang Vohra is the Managing Director and Global Chief Executive Officer of the Company. Mr Vohra holds degrees in engineering, marketing and finance. He has deep insights about the global generics industry as well as understanding of value creation through his background in leading business and finance roles.

Mr Umang Vohra was initially appointed as the Global Chief Financial and Strategy Officer of the Company with effect from 1st October, 2015. Thereafter, he was elevated as the Global Chief Operating Officer and was also made a member of the Company's Management

Council. The members had approved the appointment of Mr Umang Vohra as the Managing Director designated as 'Managing Director and Global Chief Executive Officer' (MD & GCEO) of the Company, for five years commencing from 1st September, 2016. Under Mr Vohra's leadership, the Company has performed well in the last five years and is consistently witnessing growth, especially in its US operations.

Mr Vohra has worked with Eicher Motors, PepsiCo and Dr Reddy's Laboratories. Through his previous roles in India and the US, he has built a distinguished career spanning almost two decades with deep understanding and experience of various aspects of the global pharmaceutical business. As Cipla's MD & GCEO, Mr Vohra's priorities have been Cipla's strategic growth, defining and executing Cipla's roadmap to maintain momentum in home markets whilst strengthening its presence in other regions, consolidating its core focus areas, augmenting capabilities and building the right organisation. Recognised as an action-oriented industry leader, Mr Vohra is a firm believer in the power of agile business models, disruptive technologies, data-driven analytics and a future-ready workforce with a view to making a difference to the lives of patients.

Based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members, the Board at its meeting held on 23rd March, 2021, re-appointed Mr Umang Vohra as Managing Director and Global Chief Executive Officer, for a further period of five years w.e.f. 1st April, 2021, on terms and conditions, as hereinafter indicated. Mr Umang Vohra has submitted the requisite disclosures and consented for re-appointment and also confirmed that he is not inter-se related to any other director(s) of the Company.

Cipla USA Inc. contributes approximately 25% of the total consolidated revenue and is a material subsidiary of the Company as per SEBI Listing Regulations. The Company is open for exploring inorganic growth opportunities in the US market. Considering this, the Board, in its meeting dated 29th January, 2021 had approved the appointment of Mr Umang Vohra by the Company's subsidiary, Cipla USA Inc. (currently wholly owned), as the Director and President of Cipla USA Inc., which appointment is effective from 1st April, 2021 at a monthly remuneration (inclusive of basic pay, allowances, ex-gratia, incentives, perquisites) of US\$ 62,500/- besides standard medical insurance, retirement benefits and employer portion of social security benefits and taxes, as per Cipla USA Inc. policy.

In terms of the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Act and the rules made thereunder and/or any other law, rules and regulations, re-appointment of Mr

Umang Vohra as Managing Director and payment of remuneration requires approval of the members.

The terms of re-appointment and remuneration payable to Mr Umang Vohra are as under:

I. Remuneration:

A. Fixed Salary inclusive of basic salary, allowances, employer's contribution to PF, ex-gratia, one-time incentives, etc. (payable on a monthly basis):

- (i) The fixed salary from the Company per annum shall be ₹ 3,90,50,000/-
- (ii) The remuneration from Cipla USA Inc. per annum shall be up to US\$ 7,50,000 ("US Amount").
- (iii) The increment, if any, during the subsequent years, shall not exceed 15% per annum of the Annual Fixed Cap of preceding financial year.
- (iv) The aggregate fixed compensation that Mr. Umang Vohra receives from the Company and Cipla USA Inc. will not exceed ₹ 9,35,00,000 per annum, which may increase based on annual increments as contemplated above ("Annual Fixed Cap").
- (v) If the aggregate of the fixed salary from the Company and the US Amount in any financial year ("Subject Financial Year") is different from the Annual Fixed Cap based on the USD-INR exchange rate prevailing on the dates of payment of the US Amount then the fixed salary from the Company shall be adjusted appropriately such that Mr Umang Vohra receives an amount that will equal the Annual Fixed Cap.
- (vi) The proportion of Mr Umang Vohra's earnings from the Company and that from Cipla USA Inc. may be reviewed from time to time, and based on such review and mutual agreement between the parties to the employment agreement, the split between the Company and Cipla USA Inc. may be modified to allow for increase in the fixed salary payable by the Company and consequential decrease in the remuneration payable by Cipla USA Inc. Further, if, based on mutual agreement between Mr Umang Vohra and the Company, his employment with Cipla USA Inc. is terminated during the term of his employment with the Company, he will become entitled to receive the entire amount represented by the Annual Fixed Cap from the Company.

B. Variable Bonus (to be paid annually after end of the financial year):

On Target Variable Bonus upto ₹ 5,50,00,000 p.a. payable upon achievement of mutually agreed

quantitative and qualitative Key Performance Indicators (KPIs). The variable bonus can increase upto ₹ 7,00,00,000 p.a. at the discretion of the Board and based on the performance of Mr Umang Vohra, on merits.

C. Perquisites

As per the Company's policy(ies) or as may be approved by the Board from time to time, such that the aggregate value of the perquisites shall not exceed 10% of the Annual Fixed Cap in any financial year (when taken together with any perquisites received by Mr Umang Vohra from Cipla USA Inc.)

D. Retirement / other benefits:

Gratuity, leave encashment, and any other benefits as per policy(ies) of the Company or as may be approved by the Board from time to time.

E. Stock Options and Stock Appreciation Rights:

Stock Options: As per the terms of Mr Umang Vohra's employment agreements of 2015 and 2016, he has already been granted 3,98,173 options under the ESOS 2013-A. It is also clarified that the stock options that have been granted to him prior to this re-appointment will vest and be exercisable in accordance with the original terms of their grant and subject to him continuing to be in employment with the Company. Mr Umang Vohra shall be entitled to such number of stock options under the ESOS 2013A or under any other scheme of the Company subject to the terms and conditions of such schemes, including the maximum quantum of benefit or number of options that he, as a participant of such scheme, is entitled to thereunder.

Stock Appreciation Rights: Mr Umang Vohra will be entitled to stock appreciation rights under the Employee Stock Appreciation Rights Scheme - 2021 implemented by the Company, or any other scheme of the Company subject to the terms and conditions of such schemes, including the maximum quantum of benefit or stock appreciation rights that he, as a participant of such scheme, is entitled to thereunder.

Overall Cap: Notwithstanding the above, the value of the stock options (valued as on the relevant grant date) together with the estimated value of stock appreciation rights (as defined under Employee Stock Appreciation Scheme 2021 or under any other stock appreciation rights scheme of the Company, as the case may be) as on the date of grant, during the five-year term will not

exceed ₹ 22,50,00,000/. In each financial year, the total value of remuneration together with all the other components of the remuneration referred to above and the perquisite value of any stock options and stock appreciation rights will not exceed the remuneration limits permissible under the Companies Act, 2013, as amended from time to time.

Accelerated Vesting: The Nomination and Remuneration Committee may approve grant/ vesting of stock options/stock appreciation rights in a manner that ensures that Mr Umang Vohra does not have any unvested options/ stock appreciation rights on expiry of the five years' term, if he is not being re-appointed for a further term as managing director/CEO of the Company or as a director of the Company or its subsidiary.

II. Minimum Remuneration:

If in any financial year during the tenure of Mr Umang Vohra, the Company has no profits, or its profits are inadequate, the Company shall pay remuneration by way of salary including perquisites and allowance as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

III. Other terms:

- A. Reimbursement of all legitimate expenses incurred while performing the duties. Such reimbursement will not form part of remuneration.
- B. Either of the Company or Mr Umang Vohra may terminate the appointment by giving: (a) 4 (four) months' notice if the Board has approved a successor who is ready to assume Mr Umang Vohra's role at the expiry of the said 4 months period; or (b) 6 months' notice in all other cases including where no such successor has been approved by the Board. The Company may relieve Mr Umang Vohra earlier by paying pro-rata Annual Fixed Cap in lieu of the notice period.

The remuneration proposed above is an enabling one and sets out the maximum amount that can be paid to Mr Umang Vohra in any year during his tenure i.e. from 1st April, 2021 to 31st March, 2026 with the approval of the Board.

An Employment Agreement setting out the further terms and conditions of the appointment has been executed between the Company and Mr Umang Vohra. The said Employment Agreement is available for electronic inspection without any fee by the members. The Board may vary the terms of the re-appointment including employment agreement, designation, remuneration,

and structure or re-structure salary components within the limits approved by the members and such variation shall not be treated as variation in the terms of appointment.

A detailed profile of Mr Umang Vohra is available on the website of the Company www.cipla.com in the Investors section. Details as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard - 2 and other provisions of applicable laws are provided in Annexure 1 to the explanatory statement.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the reappointment of Mr Umang Vohra as set out in the resolution in Item no. 8, for approval of the members as an ordinary resolution.

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

Item No. 9: Ordinary Resolution

On the recommendation of the Audit Committee, the Board has approved the appointment of Mr D. H.

Zaveri as the cost auditor to audit the Company's cost records for the financial year ending 31st March, 2022 at a remuneration of ₹ 11,75,000/- (Rupees eleven lakh seventy-five thousand only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, 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. 9 for ratification of the members as an ordinary resolution.

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

By order of the Board of the Directors

Date: 30th June, 2021
Place: Mumbai

Rajendra Chopra
Company Secretary

ANNEXURE 1

PROFILE OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

| Full Name | M K Hamied | Umang Vohra | Robert Stewart | Ramesh Prathivadibhayankara Rajagopalan |
|--|---|---|---|---|
| Director Identification Number (DIN) | 00029084 | 02296740 | 03515778 | 01915274 |
| Age | 80 Years | 49 Years | 54 Years | 66 Years |
| Original Date of Appointment | 16 th August, 1977 | 1 st September, 2016 | 14 th May, 2021 | 1 st July, 2021 |
| Qualification | Science graduate from Bombay University | PGDM (T.A Pai Management Institute, Manipal); Bachelor of Engineering (University of Bangalore) | Business Management graduate from Fairleigh Dickinson University, Teaneck, New Jersey | Commerce from Osmania University, Hyderabad and Fellow Member of the Institute of Chartered Accountants of India (ICAI) |
| Experience and Expertise | All functions of the Company including production, technical areas, quality management and general administration | Pharmaceutical, science & technology, finance & accounts, manufacturing, quality and supply chain, sales, marketing, commercial, M&A and business development | Manufacturing operations, biopharmaceutical industry, quality, supply chain and general management, commercial operations | Audit, accounts, risk management, general management |
| Remuneration last drawn (including sitting fees) | As mentioned in the Report on Corporate Governance | | Nil | Nil |
| Remuneration to be paid | Sitting fees as per Nomination, Remuneration and Board Diversity Policy and commission in accordance with the applicable provisions | As mentioned in the explanatory statement | As mentioned in the Report on Corporate Governance | |
| Number of board meetings attended during FY 2020-21 | As mentioned in the Report on Corporate Governance | | N.A. since new appointment | N.A. since new appointment |
| Shareholding (Equity Shares) | 3,45,67,572 (4.29%) | 3,23,114 (0.04%) | Nil | Nil |

| Full Name | M K Hamied | Umang Vohra | Robert Stewart | Ramesh Prathivadibhayankara Rajagopalan |
|---|--|--|--|--|
| Relationship with other directors and KMP | Brother of Dr Y K Hamied, Non-Executive Chairman, and Father of Ms Samina Hamied, Executive Vice-Chairperson | | Not related to any Directors / KMP | |
| Member/Chairperson of committees of the Company | Chairman: Corporate Social Responsibility Committee Membership: Operations and Administrative Committee | Member: <ul style="list-style-type: none"> ● Investment and Risk Management Committee ● Corporate Social Responsibility Committee ● Operations and Administrative Committee | Member: <ul style="list-style-type: none"> ● Investment and Risk Management Committee | Member: Audit Committee |
| Directorships held in other companies | None | <ul style="list-style-type: none"> ● InvaGen Pharmaceuticals Inc. ● Cipla USA Inc. | Theramex Limited | <ul style="list-style-type: none"> ● Nestle India Limited ● The Clearing Corporation of India Limited ● NSE Investments Limited ● Crompton Greaves Consumer Electricals Limited |
| Membership of committees held in other Indian companies | None | None | None | <ul style="list-style-type: none"> ● Nestle India Limited - Risk Management Committee ● Crompton Greaves Consumer Electricals Limited - Audit Committee ● Crompton Greaves Consumer Electricals Limited - Risk Management Committee |
| Chairpersonship of committees held in other Indian companies | None | None | None | <ul style="list-style-type: none"> ● Nestle India Limited- Audit Committee ● NSE Investments Limited - Audit Committee ● NSE Investments Limited - CSR Committee ● NSE Investments Limited - Nomination and Remuneration Committee |