

**Combined Scrutinizer's Report on Remote e-voting & e-voting conducted during
86th Annual General Meeting of Cipla Limited
held on Friday, August 26, 2022**

To,
Chairman
Cipla Limited
Cipla House, Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote E-voting and electronic voting during the 86th Annual General Meeting (AGM) of Cipla Limited

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, was appointed as Scrutinizer by the Board of Directors of Cipla Limited (*hereinafter referred to as the "Company"*) in its meeting held on May 10, 2022, for the purpose of scrutinizing the remote e-voting process and electronic voting (e-voting) conducted during the 86th AGM pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In view of the circulars issued by Securities Exchange Board of India (SEBI) and the Ministry of Corporate Affairs (hereinafter collectively referred to as "the Circulars") the companies are permitted to hold AGM through video conferencing (VC)/ other audio visual means (OAVM). Hence, in compliance with the these circulars, the AGM of the Company was held through VC/ OAVM. The deemed venue for the AGM was the registered office of the company, i.e. Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.

Report on Scrutiny:

- The Company had availed the facility offered by National Securities Depository Limited ('NSDL') for providing remote e-voting to the shareholders and e-voting during the 86th AGM.
- KFin Technologies Limited ('Kfintech'), (formerly KFin Technologies Private Limited) is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided the e-voting facility for voting conducted during the e-voting period (i.e. from August 22, 2022 to August 25, 2022) and at the AGM i.e. on August 26, 2022 between 4.45 pm to 5:15 pm.) on all the items of the business (both Ordinary and Special businesses)

sought to be transacted at the AGM. The electronic voting facility was set up by NSDL on their website, <https://www.evoting.nsdl.com>.

- The Notice of the 86th AGM was uploaded on the website of the Company, NSDL, BSE Limited and National Stock Exchange of India Limited, which provided the manner of remote e-voting for shareholders holding shares in dematerialized and physical modes.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.
- My responsibility as scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the AGM), in a fair and transparent manner and to prepare a combined Scrutinizer's Report of the voting.
- The cut-off date for the entitlement of the shareholders to receive Notice of the AGM along with Annual Report for FY 2021-22 ('Annual Report') was July 22, 2022 and as on that date, there were 4,17,840 Shareholders of the Company. The Company had sent the AGM Notice along with Annual Report and e-voting details by email to 4,00,782 Shareholders, whose email addresses were registered with the Company / Depositories. Also, the Company has additionally sent the AGM Notice and Annual Report to 12,351 shareholders who become shareholders of the Company between July 23, 2022 and August 19, 2022.
- The Company completed dispatch of the notices and Annual Report by email to the Shareholders on August 2, 2022.
- In compliance with the provisions of clause A(IV) of General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the Company on July 28, 2022 had published the requisite advertisement in English in 'Business Standard' and in Marathi in 'Sakal' newspapers prior to sending notice to the Shareholders. The notice published contained the required information as provided under clause A (IV) (a) to (g) of the said circular.
- As prescribed in clause v of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, 21 days before the AGM in English in 'Business Standard' having country-wide circulation and in Marathi in 'Sakal' on August 3, 2022. The notice published in the newspaper carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.
- The cut-off date for the purposes of identifying the Shareholders entitled to vote on the resolutions stated in the Notice of the AGM was **Friday, August 19, 2022.**
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for 4 (four) days from **Monday, August 22, 2022 (9.00 A.M.) to Thursday, August 25, 2022 (5.00 P.M.)**
- The facility to vote electronically (e-voting) during the AGM, was provided to facilitate only those shareholders who attended the 86th AGM through VC/OAVM but could not participate in the Remote e-voting to record their votes.
- At the **end of the remote e-voting period on Thursday, August 25, 2022, at 5.00 P.M., the voting portal of the NSDL, service provider** was blocked forthwith.



- On Friday, **August 26, 2022**, after completion of the e-voting at the 86th AGM, the system provided by the NSDL was duly unblocked by me as a Scrutinizer in the presence of Ms. Amita Jadav and Ms. Rena Oswal who acted as the witnesses, as prescribed under Sub Rule 4(xii) of the Rule 20.

Thereafter, I as a Scrutinizer duly compiled the details of the Remote e-voting and the e-voting during the AGM, the voting results are summarized below:

Details	Remote e-voting	e-voting at AGM	Total voting
Number of shareholders who cast their votes	2,810	7	2,817
Total number of Shares held by them	62,93,90,810	13,80,152	63,07,70,962
Valid votes	As per details provided under each Resolution(s) mentioned below.		
Abstained / less voted	As mentioned under each of Resolution(s).		
Invalid Votes	Nil		

Note:

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote e-voting and through electronic voting at the AGM.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the standalone financial statement of the Company for the financial year ended March 31, 2022 and the report of the Board of Directors and of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,05,07,914	99.956	2,70,231	0.044	99,92,817

Item 1 of Notice stands **PASSED** with the requisite majority.



II) Item No. 2 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,05,08,040	99.956	270,145	0.044	99,92,777

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To declare dividend on equity shares

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,75,12,729	99.999	6,514	0.001	32,51,719

Item 3 of Notice stands **PASSED** with the requisite majority.

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

To re-appoint Ms. Samina Hamied as Director liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,28,34,189	99.265	46,11,548	0.735	33,25,225

Item 4 of Notice stands **PASSED** with the requisite majority



SPECIAL BUSINESS(es):

V) Item No.5 of the Notice (As a Special Resolution):

To appoint Dr. Mandar Purushottam Vaidya as Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,58,76,829	99.792	13,05,232	0.208	35,88,901

Item 5 of Notice stands **PASSED** with the requisite majority

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Authorisation to grant share-based benefits from one or more subsidiary of the Company to Mr. Umang Vohra, Managing Director and Global Chief Executive Officer

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	62,54,20,558	99.677	20,25,266	0.323	33,25,138

Item 6 of Notice stands **PASSED** with the requisite majority.

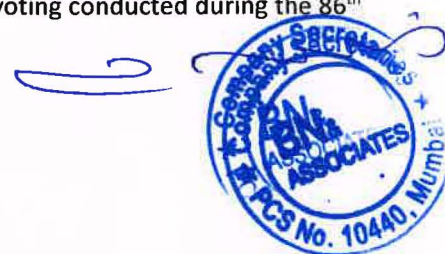
VII) Item No.7 of the Notice (As an Ordinary Resolution):

To ratify the remuneration of the cost auditors for the year ending March 31, 2023

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	61,35,99,731	97.797	1,38,25,042	2.203	33,46,189

Item 7 of Notice stands **PASSED** with the requisite majority

All the Resolutions mentioned in the Notice of 86th AGM dated July 29, 2022 as per the details above stand **PASSED** by requisite majority through Remote e-voting and e-voting conducted during the 86th AGM.




I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the e-voting service provider. All other relevant records relating to Remote e-voting and e-voting conducted during the 86th AGM by the Shareholders of the Company is under my safe custody and the same shall be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the Minutes of the 86th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,


For BN & Associates
Company Secretaries




CS B Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)


Place: Mumbai
Date: August 26, 2022

The following were the witnesses to the unblocking the votes cast through Remote e-voting and e-voting at the AGM.


1. Ms. Amita Jadav


2. Ms. Rena Oswal

Countersigned and received the report:


Signed by Mr. Rajendra Chopra
Authorized by the Board

Place: Mumbai
Date: August 26, 2022