

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
84th Annual General Meeting of Cipla Limited
held on Thursday, August 27, 2020**

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

84th Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on Thursday, August 27, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 3.00 p.m. (IST)

Sub.: Passing of Resolution(s) through Electronic Voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, have been appointed by the Board of Directors of Cipla Limited (*hereinafter referred to as the "Company"*) at its Meeting held on May 15, 2020, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 84th AGM pursuant to Section 108 of the Companies Act, 2013 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 as amended by the **Applicable Circulars**, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The **Applicable Circulars** provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars**.

As mentioned in the Notice, the proceedings of the 84th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.



Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting during the AGM.
- KFin Technologies Private Limited ('Kfintech'), (formerly Karvy Fintech Private Limited) are the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 84th AGM of the Company, which was held on Thursday, August 27, 2020.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 84th AGM on its and on NSDL website and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 84th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 24, 2020 and as on that date, there were 307652 Members of the Company. As mentioned in the **Applicable Circulars**, NSDL had sent the Notices of the AGM along with Annual Report for the Financial Year 2019-20 and E-voting details by email to 272210 Members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or held in physical form, who had not registered their email IDs with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 84th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Thursday, August 20, 2020**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (four) days from **Sunday, August 23, 2020 at 9.00 A.M. to Wednesday, August 26, 2020 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on August 5, 2020.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars**, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' on August 1, 2020, newspaper



having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Sakal' on August 1, 2020. The Notice contained the required information as provided under clause 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, which was published 21 days before the date of the 84th AGM in English in 'Business Standard' newspaper having country-wide circulation on August 6, 2020 and in Marathi in 'Sakal' on August 6, 2020. 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.
- At the end of the voting period on Wednesday, August 26, at 5.00 P.M., the voting portal of the NSDL, service provider was blocked forthwith.
- At the 84th AGM of the Company held through VC, on Thursday, August 27, 2020, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 84th AGM through VC but could not participate in the Remote E-voting to record their votes.
- On Thursday August 27, 2020, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility and E-voting during the 84th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. Vishal Uduta and Mr. Nandlal Chauhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting during the AGM, the details of which are as follows: The results of the Remote E-voting together with the e-voting conducted during the 84th AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of members who cast their votes	1,458	37	1,495
Total number of Shares held by them	60,41,33,226	12,61,708	60,53,94,934
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained less voted	As mentioned under each of the Resolution.		
Invalid Votes	NIL		

Note:

1. 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.
2. Break up votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.



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, 2020 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 i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	59,16,76,547	99.999	819	0.001	1,37,17,568

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, 2020 and the report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	59,16,76,470	99.999	797	0.001	1,37,17,667

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

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

To re-appoint Mr. S Radhakrishnan as a Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	58,82,30,559	97.712	1,37,74,623	2.288	33,89,752

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

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

To confirm interim and special dividend paid during the year as final dividend



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,25,75,986	99.999	2,084	0.001	28,16,864

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

SPECIAL BUSINESS:

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

To re-appoint Ms. Naina Lal Kidwai as an Independent Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	59,55,16,861	98.914	65,35,495	1.086	33,42,578

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

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

To re-appoint Ms. Samina Hamied as whole time director designated as Executive Vice-Chairperson

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	59,46,00,084	98.772	73,93,444	1.228	34,01,406

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

VII) Item No.7 of the Notice (As a Special Resolution):

To authorise issuance of equity shares / other securities convertible into equity shares up to Rs 3,000 crore

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,09,22,509	99.721	16,81,107	0.279	27,91,318



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

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

To ratify the remuneration of the cost auditors for the financial year 2020-21

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,24,76,179	99.999	1,788	0.001	29,16,967

Item 8 of Notice stands **PASSED** with the requisite majority.

All the 8 (Eight) Resolutions mentioned in the Notice of 84th AGM dated May 15, 2020 as per the details above attached stand **PASSED** under Remote E-voting and E-voting conducted during the 84th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 84th AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,
Yours faithfully,

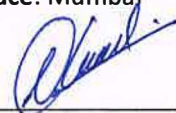
For BN & Associates
Company Secretaries



CS B Narasimhan
Place: Mumbai
Date: August 27, 2020
(FCS No. 1303 COP No.: 10440)
(Proprietor)

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


Vishal Uduta
Date: August 27, 2020
Place: Mumbai


Nandlal Chauhan
Date: August 27, 2020
Place: Mumbai

Countersigned and received the report:

For Cipla Limited



Rajendra Chopra
Company Secretary
Place: Mumbai
Date: August 27, 2020

Break up of voting done by the shareholders of Cipla limited on the matters placed for their approval at the 84th AGM held on 27th August 2020

Details	Type of Resolution	Resolution No	Mode of voting	No of Share holders	Total Shares	Favour			Against			Total valid votes cast		Abstained / Less voted	
	Ordinary/ Special					No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Shareholders	Shares	No of Share holders	Shares
To receive, consider and adopt the standalone financial statement of the Company for the financial year ended March 31, 2020 and the report of the Board of Directors and of the Auditors thereon.			Remote voting	1458	604133226	1420	590414839	99.999	14	819	0.001	1434	590415658	24	13717568
	Ordinary	1	Voting at AGM	37	1261708	37	1261708	100.000	0	0	0.000	37	1261708	0	0
			TOTAL	1495	605394934	1457	591676547	99.999	14	819	0.001	1471	591677366	24	13717568
To receive, consider and adopt the consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.			Remote voting	1458	604133226	1417	590414762	100.000	14	797	0.000	1431	590415559	27	13717667
	Ordinary	2	Voting at AGM	37	1261708	37	1261708	100.000	0	0	0.000	37	1261708	0	0
			TOTAL	1495	605394934	1454	591676470	99.999	14	797	0.001	1468	591677267	27	13717667
To re-appoint Mr. S Radhakrishnan as a Director liable to retire by rotation.			Remote voting	1458	604133226	1355	586968851	97.707	85	13774623	2.293	1440	600743474	18	3389752
	Ordinary	3	Voting at AGM	37	1261708	37	1261708	100.000	0	0	0.000	37	1261708	0	0
			TOTAL	1495	605394934	1392	588230559	97.712	85	13774623	2.288	1477	602005182	18	3389752
To confirm interim and special dividend paid during the year as final dividend			Remote voting	1458	604133226	1423	601314278	100.000	30	2084	0.000	1453	601316362	5	2816864
	Ordinary	4	Voting at AGM	37	1261708	37	1261708	100.000	0	0	0.000	37	1261708	0	0
			TOTAL	1495	605394934	1460	602575986	99.999	30	2084	0.001	1490	602578070	5	2816864
To re-appoint Ms. Naina Lal Kidwai as an Independent Director of the Company			Remote voting	1458	604133226	1384	594255178	98.912	57	6535470	1.088	1441	600790648	17	3342578
	Special	5	Voting at AGM	37	1261708	36	1261683	99.998	1	25	0.002	37	1261708	0	0
			TOTAL	1495	605394934	1420	595516861	98.914	58	6535495	1.086	1478	602052356	17	3342578



Details	Type of Resolution	Resolution No	Mode of voting	No of Share holders	Total Shares	Favour			Against			Total valid votes cast		Abstained / Less voted	
	Ordinary/ Special					No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Shareholders	Shares	No of Share holders	Shares
To re-appoint Ms. Samina Hamied as whole time director designated as Executive Vice-Chairperson			Remote voting	1458	604133226	1372	593338376	98.769	69	7393444	1.231	1441	600731820	17	3401406
	Ordinary	6	Voting at AGM	37	1261708	37	1261708	100.000	0	0	0.000	37	1261708	0	0
			TOTAL	1495	605394934	1409	594600084	98.772	69	7393444	1.228	1478	601993528	17	3401406
To authorise issuance of equity shares / other securities convertible into equity shares up to Rs 3,000 crore			Remote voting	1458	604133226	1404	599660809	99.720	51	1681099	0.280	1455	601341908	3	2791318
	Special	7	Voting at AGM	37	1261708	35	1261700	99.999	2	8	0.001	37	1261708	0	0
			TOTAL	1495	605394934	1439	600922509	99.721	53	1681107	0.279	1492	602603616	3	2791318
To ratify the remuneration of the cost auditors for the financial year 2020-21			Remote voting	1458	604133226	1414	601214481	100.000	34	1778	0.000	1448	601216259	10	2916967
	Ordinary	8	Voting at AGM	37	1261708	36	1261698	99.999	1	10	0.001	37	1261708	0	0
			TOTAL	1495	605394934	1450	602476179	99.999	35	1788	0.001	1485	602477967	10	2916967

