

**Combined Scrutinizer's Report on Remote e-voting & e-voting conducted during  
85th Annual General Meeting of Cipla Limited  
held on Wednesday, August 25, 2021**

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

Dear Sir,

**Sub: 85<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on Wednesday, August 25, 2021 at 03:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, was appointed by the Board of Directors of Cipla Limited (*hereinafter referred to as the "Company"*) at its meeting held on May 14, 2021, as the Scrutinizer to scrutinize the remote e-voting process and the electronic voting (e-voting) conducted during the 85<sup>th</sup> 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.

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 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 appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote e-Voting to the Shareholders 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 Shareholders 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 at the AGM.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Notice of the 85<sup>th</sup> Annual General Meeting was uploaded on the Company's website, NSDL website, websites of BSE Limited and National Stock Exchange of India Limited, Stock Exchanges, to facilitate the Shareholders 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 85<sup>th</sup> AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in 'Favour' 'Against' and 'Invalid votes'.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 16, 2021 and as on that date, there were 4,16,376 Shareholders of the Company. The Company had sent the AGM Notice along with Annual Report for FY 2020-21 ('Annual Report') and e-voting details by email to 3,89,648 Shareholders, whose email addresses were registered with the Company / Depositories. For those Shareholders 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 Shareholders who have not provided their email IDs to do so and to the extent, details provided were considered for sending the Annual Report. The Notices sent through email contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Circulars.
- The Company completed the dispatch of the notices by email to the Shareholders on August 1, 2021.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Circular, the Company had released newspaper advertisement prior to sending Notices to the Shareholders. The advertisement was published in English in 'Business Standard' and in Marathi in 'Sakal' on July 27, 2021,. 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 AGM in English in 'Business Standard' newspaper having country-wide circulation and in Marathi in 'Sakal' on August 2, 2021. 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 **Wednesday, August 18, 2021**.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for 4 (four) days from **Saturday, August 21, 2021 (9.00 A.M.) to Tuesday, August 24, 2021 (5.00 P.M.)**
- **After considering all the items of businesses**, the facility to vote electronically (e-voting) was provided to facilitate only those shareholders who attended the 85<sup>th</sup> AGM through VC/OAVM but could not participate in the Remote e-voting to record their votes.
- At the **end of the voting period on Tuesday, August 24, at 5.00 P.M.**, the voting portal of the NSDL, service provider was blocked forthwith.
- On Wednesday **August 25, 2021**, 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 85<sup>th</sup> AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Saroj Narasimhan and Ms. Sarla Nair 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 Shareholders 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	2,765	25	2,790
Total number of Shares held by them	61,84,45,526	17,21,629	62,01,67,155
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.

**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, 2021 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	61,00,93,518	99.999	1,035	0.001	1,00,72,602

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, 2021 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	61,00,99,529	99.999	583	0.001	1,00,67,043

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	61,38,85,001	99.637	22,34,814	0.363	40,47,340

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

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

**To re-appoint the Statutory Auditors of the Company**

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	60,63,70,064	98.419	97,43,043	1.581	40,54,048

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 re-appoint Mr. M K Hamied as a Director of the Company 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	57,97,27,244	99.039	56,27,776	0.961	3,48,12,135

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

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





To appoint Mr. Robert Stewart as an 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	60,44,94,776	99.643	21,64,487	0.357	1,35,07,892

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

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

To appoint Mr.Ramesh Prathivadibhayankara Rajagopalan as an 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	60,44,91,571	99.643	21,67,520	0.357	1,35,08,064

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

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

To re-appoint Mr Umang Vohra as 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	61,48,05,975	99.787	13,12,895	0.213	40,48,285

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

**IX) Item No. 9 of the Notice (As an Ordinary Resolution):**

To ratify the remuneration of the cost auditors for the financial year 2021-22



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	61,61,06,271	99.999	4,289	0.001	40,56,595

Item 9 of Notice stands **PASSED** with the requisite majority.

All the 9 (Nine) Resolutions mentioned in the Notice of 85<sup>th</sup> AGM dated June 30, 2021 as per the details above stand **PASSED** under Remote e-voting and e-voting conducted during the 85<sup>th</sup> AGM with the requisite majority and hence 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 e-voting Service Provider. All other relevant records relating to Remote e-voting and e-voting conducted during the 85<sup>th</sup> 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 85<sup>th</sup> Annual Meeting of the Company.

Thanking you,

Yours faithfully,

For BN & Associates  
Company Secretaries

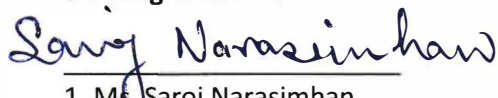


CS B Narasimhan  
(Proprietor)  
(FCS No. 1303 COP No.: 10440)

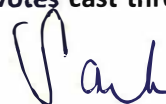


Place: Mumbai  
Date: August 25, 2021

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

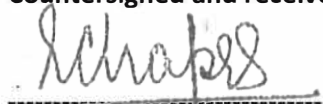


1. Ms. Saroj Narasimhan



2. Ms. Sarla Nair

Countersigned and received the report:




Signed by Mr. Rajendra Chopra  
Authorized by the Board

Place: Mumbai  
Date: 25-08-2021