

**Combined Scrutinizer's Report on Remote E-voting & Voting by InstaPoll conducted
at the 79th Annual General Meeting of Cipla Limited held at Mumbai on August 27, 2015**

To,

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

79th Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on Thursday, August 27, 2015 at 3.00 P. M. at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021

Sub: Passing of Resolution(s) through remote electronic voting and electronic voting through InstaPoll at the venue of the AGM, pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement.

The Board of Directors of Cipla Limited (hereinafter referred to as the "CIPLA" or the "Company") at its meeting held on July 9, 2015 has appointed me as the Scrutinizer for the Remote E-voting process, and voting electronically by InstaPoll at the venue of the 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 the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

Report on Scrutiny:

- The Company had appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 79th AGM of CIPLA, which was held on Thursday, August 27, 2015.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. CIPLA had uploaded all the items of the business to be transacted at the AGM on the website of CIPLA and also its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the AGM was July 10, 2015 and as on that date, there were 180849 Members of the CIPLA. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 112323 Members whose email Id was made available by the two Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 68526 folios, Members, whose Email Ids were not available, the Notices were sent by Courier to 65497 members and by Registered Post to 3029 members. In respect of 1724 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier to 1650 shareholders and by Registered Post to 74 shareholders.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- 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, 2015**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from **Monday, August 24, 2015 at 9:00 A.M. to Wednesday, August 26, 2015 till 5:00 P.M.**
- As prescribed in clause (v) of sub rule 4 of the Rule 20, CIPLA also released an advertisement, in English in Economic Times newspaper having country-wide circulation. dated August 3, 2015 and in Marathi in Maharashtra Times newspaper dated August 3, 2015. 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 August 26, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 79th AGM of the CIPLA held on August 27, 2015, the facility to vote electronically through a process named InstaPoll was made available by the service provider, on similar lines as provided for remote e-voting to facilitate those members present in the meeting but who could not participate in the Remote E-voting to record their votes.
- On August 27, 2015, after counting of the votes conducted at the venue of the AGM through InstaPoll, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Shivakumar P. S. and Mr. Rahul C. Patel who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- The Service provider arranged the facility to vote electronically through InstaPoll at the venue of the AGM. The InstaPoll voting was reconciled with the records maintained by the RTA of the Company and the authorizations / proxies lodged with the Company. Thereafter, I



as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting by InstaPoll done at the venue of the AGM.

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Instapoll are as under:

Details	Remote E-voting	Voting by InstaPoll at the AGM	Total voting
Number of members who cast their votes	643	93	736
Total number of Shares held by them	47,76,37,553	6,31,17,244	54,07,54,797
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

Percentage of votes cast in favour or against the resolutions, are calculated based on the Valid Votes cast through Remote E-Voting and voting at the venue of the meeting by way of InstaPoll.

ORDINARY BUSINESS

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

Consider and adopt :

- the audited financial statement of the Company for the year ended 31st March 2015, the reports of the Board of Directors and Auditors thereon.
- the audited consolidated financial statement of the Company for the year ended 31st March 2015 and the report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	47,30,54,530	99.999	62	0.001	45,82,961
Voting by InstaPoll at the Venue	6,31,17,144	99.999	100	0.001	0
TOTAL	53,61,71,674	99.999	162	0.001	45,82,961



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

Declaration of Dividend

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	47,53,21,235	99.999	47	0.001	23,16,271
Voting by InstaPoll at the Venue	6,31,17,124	99.999	120	0.001	0
TOTAL	53,84,38,359	99.999	167	0.001	23,16,271

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

Re-appointment of Mr. Subhanu Saxena retiring by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	47,47,24,855	99.875	5,96,432	0.125	23,16,266
Voting by InstaPoll at the Venue	6,31,09,511	99.988	7,733	0.012	0
TOTAL	53,78,34,366	99.888	6,04,165	0.112	23,16,266

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

Re-appointment of Auditors and fixing their remuneration

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	46,94,15,321	99.067	44,22,078	0.933	38,00,154
Voting by InstaPoll at the Venue	6,25,43,895	99.104	5,65,722	0.896	7,627
TOTAL	53,19,59,216	99.071	49,87,800	0.929	38,07,781



SPECIAL BUSINESS**V) Item No. 5 of the Notice (As an Ordinary Resolution):****Appointment of Ms. Samina Vaziralli as a Director of the Company**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	47,30,10,213	99.514	23,11,070	0.486	23,16,270
Voting by InstaPoll at the Venue	6,31,17,144	99.999	100	0.001	0
TOTAL	53,61,27,357	99.571	23,11,170	0.429	23,16,270

VI) Item No. 6 of the Notice (As an Ordinary Resolution):**Appointment of Ms. Samina Vaziralli as Whole-time Director designated as Executive Director of the Company**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	47,33,97,225	99.639	17,14,858	0.361	25,25,470
Voting by InstaPoll at the Venue	6,31,17,144	99.999	100	0.001	0
TOTAL	53,65,14,369	99.681	17,14,958	0.319	25,25,470

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	47,53,21,095	99.999	162	0.001	23,16,296
Voting by InstaPoll at the Venue	6,31,17,144	99.999	100	0.001	0
TOTAL	53,84,38,239	99.999	262	0.001	23,16,296

All the Resolutions mentioned in the AGM Notice dated July 9, 2015 as per the details given above stand passed under Remote E-voting and voting conducted at AGM by way of InstaPoll with the requisite majority and deemed to be passed as on the date of the AGM.


A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary Separately.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of electronic voting through InstaPoll at the meeting by the Members of CIPLA. The relevant records relating to e-voting and InstaPoll voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

Yours Faithfully

For B.N. & Associates


CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)



Place: Mumbai

Date: August 28, 2015

Witnesses:.....

1. Mr. Shivakumar P. S.

2. Mr. Rahul C. Patel

Countersigned and received the report:



Signed by Mr. S. Radha Krishnan, whole-time Director

Authorized by the Board

Place: Mumbai

Date: August 28, 2015