

January 9, 2015

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

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of CIPLA LIMITED (hereinafter referred to as CIPLA or the "Company") on November 13, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Ordinary Resolutions as circulated in the Postal Ballot Notice dated November 13, 2014.

To enable wider participation of shareholders, SEBI vide its circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has made a provision under revised clause 35B of the Listing Agreement mandating all Listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through Postal Ballot by such Listed Companies. This is just an extension of the earlier circular issued in July 2012 as cited above. Since CIPLA is a listed entity it falls within the requirements as specified in the above mentioned Circulars of SEBI and further, in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, e-voting on the Postal Ballot has been made applicable to the Company.

CIPLA accordingly has made arrangements with the System Provider Karvy Computershare Private Limited (hereinafter referred to as KARVY) for providing a system of recording votes of the shareholders cast electronically through e-Voting. The company has accordingly made arrangements through its Registrar and Transfer Agents, Karvy Computershare Private Limited herein after referred as (RTA or KCPL) to set up the e-Voting facility on the KARVY e-Voting website <https://evoting.karvy.com>. CIPLA has also uploaded the Postal Ballot Notice containing the resolutions together with the explanatory statement on its website and that of KARVY the System Provider. KARVY has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the Service Provider KARVY, as directed by CIPLA. Since KARVY themselves are the RTA and the System provider for CIPLA they coordinated the activities internally. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated November 13, 2014 sent to all the shareholders by Registered Post, Courier and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed before December 5, 2014. The Register of Members was made

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

Resd : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 033
(T) : 91 22 2403 6596



up, for the purpose of dispatch of postal ballot to the shareholders as of November 14, 2014 (cut-off date).

Reference to the Companies Act, 2013	Type and Description of the Ordinary resolutions
(1) Ordinary Resolution pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013.	"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Punita Lal (DIN: 03412604), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13 th November 2014 upto 12 th November 2019."
(2) Ordinary Resolution pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013.	"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nachiket Mor (DIN: 00043646), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13 th November 2014 upto 12 th November 2019."

I report that, the Postal Ballot Notice dated November 13, 2014 under Section 110 of the Companies Act, 2013, read with Rule 18 and Rule 22 of the Companies (Management and Administration) Rules, 2014 were dispatched to all the shareholders. Out of the 155728 cases, the Postal Ballot Notice was sent to 2843 shareholders by Registered post, by courier to 63256 shareholders in physical form, by email to 89595 cases and balance to the Custodian authorized in that behalf. The Notices sent in physical form was accompanied with self-addressed prepaid Business Reply Envelope which was required to be returned by the shareholders on or before January 8, 2015 for the shareholders voting in physical form. Postal Ballot Notices were sent via electronic mode by KARVY the system provider to 89595 Shareholders at the email addresses registered with the Company/RTA and Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited



(CDSL) as on November 14, 2014 (cut-off date). As per the information provided by the Service Provider, out of the 89595 emails sent, 819 emails had bounced. Out of the same, in respect of 763 cases the Postal Ballot was sent by Courier and the balance 56 cases by Registered post. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 6:00 p. m. on Thursday the 8th January 2015 as the last date for receipt of Postal Ballot Forms and for completing the E-voting.

As stated in sub rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "Economic Times", English Newspaper, and in "Maharashtra Times", Marathi edition Newspaper, on December 4, 2014, informing about the completion of despatch of the Postal Ballot Notices, by Registered Post, Courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report receipt of the Postal Ballot forms from the shareholders during the period starting from Wednesday, December 10, 2014 till Thursday, January 8, 2015. All the Postal Ballot forms together with all votes cast by e-voting through KARVY received up to 6:00 p.m. Thursday, January 8, 2015, being the last time and date fixed by the Company for receipt of the Postal Ballot Forms /e-voting were considered for my scrutiny.

Envelopes numbering 124 containing Postal Ballot Forms returned undelivered by postal authorities, and the details of the same are separately maintained by the RTA.

The Postal Ballots Forms received at the Registrars address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under instructions of the Scrutinizer at regular intervals. This process was carried out on a weekly basis. The Scrutinizer with his team was personally present from 7th till the 9th of January 2015 to complete the entire process of scrutiny.

On January 8, 2015 after the closure of e-voting period, the votes cast through e-voting facility was unblocked by me as Scrutinizer in the presence of Mr. Prem Kumar Nair and Mr. Rajitha Cholleti witnesses not in employment with the Company as prescribed under sub Rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by KARVY, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballot Forms, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting was provided by the System Provider namely KARVY, the compilation of the Register, in respect of Postal Ballot Forms containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 155728 shareholders 584 Shareholders have exercised their vote through e-Voting and 743 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the members to cast their votes. In case the Member has cast their votes by physical ballot as well as e-voting, then the voting done through e-voting has been considered and voting done by Postal Ballot Form has been ignored as stated in the Postal Ballot Notice dated November 13, 2014.

The details of polling results for the item placed for consideration by the members are given below:



Item No 1. Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Punita Lal (DIN: 03412604), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13th November 2014 upto 12th November 2019.”

Total No. of Shareholders	155728		
Total No. of Shares	802921357		
E-voting / Receipt of Postal Ballot Forms	From December 10, 2014 till January 8, 2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	584	461922580
Total Votes Cast through Postal Ballot Forms Received	B	743	5820483
Grand Total of e-Voting/Postal Ballot Forms (A+B)	C	1327*	467743063
Less: Invalid/abstained e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated, not signed etc as per rejection Report of the RTA)	D	57**	285624
Net e-Voting/ Postal Ballot Forms (C-D)	E	1278	467457439



NOTE:

*(1) 1 case where the investor voted partial for and against

** (2) There are 8 cases wherein the investors voted less

(3) There are 3 cases wherein the investors voted both in physical and e-voting and hence physical votes have been rejected.

(4) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less

(5) Invalid postal ballots are not taken into account for counting

Summary of E-voting/Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled\$ (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	295485978	249503978	84.439	249503978	0	100.000	0.000
Public-Institutional holders	284431600	212962306	74.873	212951830	10476	99.995	0.005
Public-others #	223003779	4991155	2.238	4954355	36800	99.263	0.737
Total	802921357	467457439	58.220	467410163	47276	99.990	0.010

Percentage of votes cast in favour : 99.990 Percentage of votes cast against: 0.010

includes 13332952 underlying shares issued by the Company and held as GDRs

\$ excludes invalid/abstained votes

RESULTS:-

As the number of votes and the number of shareholders who have cast their vote in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution no 1 of the Notice under Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Postal Ballot Notice dated November 13, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of declaration of the results by the Company.



Item No 2. Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nachiket Mor (DIN: 00043646), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 13th November 2014 upto 12th November 2019.”

Total No. of Shareholders	155728		
Total No. of Shares	802921357		
E-voting / Receipt of Postal Ballot Forms	From December 10, 2014 to January 8, 2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	584	461922580
Total Votes Cast through Postal Ballot Forms Received	B	743	5820483
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	1327*	467743063
Less: Invalid/abstained e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated, not signed etc as per rejection Report of the RTA)	D	66**	286549
Net e-Voting/ Postal Ballot Forms (C-D)	E	1269	467456514

NOTE:

*(1) 1 case where the investor voted partial for and against

** (2) There are 8 cases wherein the investors voted less

(3) There are 3 cases wherein the investors voted both in physical and e-voting and hence physical votes have been rejected.

(4) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less

(5) Invalid postal ballots are not taken into account for counting



Summary of E-voting/Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)\$	% of votes polled on outstan ding shares (3)=[(2) /(1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	295485978	249503978	84.439	249503978	0	100.000	0.000
Public- Institutiona l holders	284431600	212962306	74.873	212951830	10476	99.995	0.005
Public- others #	223003779	4990230	2.238	4958368	31862	99.362	0.638
Total	802921357	467456514	58.219	467414176	42338	99.991	0.009

Percentage of votes cast in favour: 99.991 Percentage of votes cast against: 0.009

includes 13332952 underlying shares issued by the Company and held as GDRs
\$ excludes invalid/abstained votes

RESULTS:-

As the number of votes and the number of shareholders who have cast their vote in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution no 2 of the Notice under Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Postal Ballot Notice dated November 13, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed on the date of declaration of the results by the Company.

I further report that as per the Postal Ballot Notice dated November 13, 2014 and the Board Resolution dated November 13, 2014, the Chairman or Vice-Chairman or any Executive Director may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein within the prescribed time limits. The same will be displayed at the registered office of the Company located at Cipla House, Peninsula Business Park



Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013. The results will also be communicated to BSE and NSE where the Company's shares are listed. It will also be displayed on Company's website www.cipla.com and that of the service provider KARVY.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with by the CIPLA. I further report that as per the said Rules, the records maintained by me including the data as obtained from KARVY, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours faithfully,

For BN & Associates
COMPANY SECRETARIES



B Narasimhan (Proprietor)
COP No. : 10440



Place: Mumbai

Dated: January 9, 2015

Witnesses to the unblocking of the e-voting on 8th January at Hyderabad

1. Premkumar Nair Signature.....

2. Rajitha Cholleti Signature.....