

**Combined Scrutinizer's Report on Remote E-voting & Voting by InstaPoll conducted at the  
80<sup>th</sup> Annual General Meeting of Cipla Limited held at Mumbai on September 28, 2016**

To,

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

**80<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on  
Wednesday, September 28, 2016 at 3.00 P. M. at Y. B. Chavan Auditorium, General Jagannath  
Bhosale Marg, Mumbai - 400021**

**Sub: Passing of Resolution(s) through Remote e-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  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015**

The Board of Directors of Cipla Limited (hereinafter referred to as the "CIPLA" or the "Company") at its meeting held on August 12, 2016 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 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

**Report on Scrutiny:**

- The Company has engaged the services of 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 80<sup>th</sup> AGM of CIPLA, which was held on Wednesday, September 28, 2016.
- 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.



**C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai 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 cut-off date for the dispatch of the Notice of the AGM was August 12, 2016 and as on that date, there were 239498 Members of CIPLA. RTA had sent the Notices of the AGM along with Annual Report and E-voting details by email to 163574 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 75924 folios, Members, whose email Ids were not available or who had requested for physical copy, the Notices of the AGM along with Annual Report and E-voting details were sent by Courier/Registered Post/Speed Post. In respect of 677 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/Registered Post.
- 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 will be entitled to vote on the resolutions placed for approval of the Members was **Wednesday, September 21, 2016**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Four days i.e. from **Saturday, September 24, 2016 at 9:00 A.M. (IST) to Tuesday, September 27, 2016 at 5:00 P.M. (IST)**.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, CIPLA also released an advertisement, which was published 21 days before the date of the AGM in English in The Economic Times newspaper having country-wide circulation dated September 5, 2016 and in Marathi in Maharashtra Times newspaper dated September 5, 2016. 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 remote e-voting period on September 27, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 80<sup>th</sup> AGM of CIPLA held on September 28, 2016, 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 at the meeting but who could not participate in the Remote E-voting to record their votes.

On September 28, 2016, 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. Rahul C. Patel and Ms. Chandani H. Thakkar 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 Registrar and Transfer Agents 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 details of which are as follows:



The results of the Remote E-voting together with that of the voting conducted 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	790	122	912
Total number of Shares held by them	498326178	52310264	550636442
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution(s)		

**Notes:**

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by electronic means at the venue of the AGM.
2. Break up of votes cast through remote e-voting and voting by electronic means at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached.

**ORDINARY BUSINESS**

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

**Consideration and adoption of the**

- (a) Audited financial statement of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
- (b) Audited consolidated financial statement of the Company for the year ended March 31, 2016 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	
Total votes through Remote e-voting and voting at meeting	546892054	99.999	22	0.001	934043

Item No. 1 of the Notice stands passed with the requisite majority



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

## Declaration of dividend on equity shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	547136978	99.999	22	0.001	904228

Item No. 2 of the Notice stands passed with the requisite majority

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

## Re-appointment of Mr. M.K. Hamied (DIN: 00029084), Director retiring by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	541585594	98.985	5551355	1.015	904279

Item No. 3 of the Notice stands passed with the requisite majority

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

## Appointment of statutory auditors and fixing their remuneration

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	545904121	99.775	1232831	0.225	904276

Item No. 4 of the Notice stands passed with the requisite majority



## SPECIAL BUSINESS

- V) Item No. 5 of the Notice (As an Ordinary Resolution): Appointment of Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	545375877	99.678	1761085	0.322	904266

Item No. 5 of the Notice stands passed with the requisite majority

- VI) Item No. 6 of the Notice (As an Ordinary Resolution): Re-appointment of Mr. S. Radhakrishnan (DIN: 02313000) as a Whole-time Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	489980439	89.554	57156518	10.446	904271

Item No. 6 of the Notice stands passed with the requisite majority

- VII) Item No. 7 of the Notice (As an Ordinary Resolution): Appointment of Mr. Umang Vohra as a Director (DIN: 02296740)

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	546702948	99.921	434014	0.079	904266

Item No. 7 of the Notice stands passed with the requisite majority



**VIII) Item No. 8 of the Notice (As an Ordinary Resolution): Appointment of Mr. Umang Vohra as Managing Director and Global Chief Executive Officer (DIN: 02296740)**

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	542500914	99.153	4636047	0.847	904267

**Item No. 8 of the Notice stands passed with the requisite majority**

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

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	547136874	99.999	85	0.001	904269

**Item No. 9 of the Notice stands passed with the requisite majority**

All the Resolutions mentioned in the AGM Notice dated August 12, 2016 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)

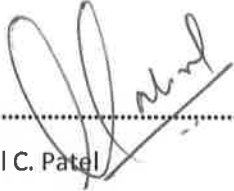


Place: Mumbai

Date: September 29, 2016

Witnesses: .....

1. Mr. Rahul C. Patel



C.H. Thakkar

2. Ms. Chandani H. Thakkar

Countersigned and received the report:

Radhakrishnan

Signed by Mr. S. Radhakrishnam, Whole-time Director

Authorized by the Board

Place: Mumbai

Date: September 29, 2016

Final tally of the votes cast for the matters placed for consideration of the shareholders  
 CIPLA Ltd AGM held on 28th September 2016

Details	Ordinary/ Special	Resolution No	Mode of voting	No of Share holders	Total Shares	FAVOUR			AGAINST			VALID VOTES POLLED		ABSTAINED / INVALID VOTES	
						No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	Shares	No of Share holders	Shares
Consider and adopt: (a) audited financial statement for the year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon (b) audited consolidated financial statement for the year ended 31st March 2016 and the report of the Auditors thereon	Ordinary	1	Remote E-voting	790	498326178	780	494581790	99.999	3	22	0.001	783	494581812	8	934043
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	902	546892054	99.999	3	22	0.001	905	546892076	8	934043
Declaration of Dividend	Ordinary	2	Remote E-voting	790	498326178	782	494826714	99.999	3	22	0.001	785	494826736	6	904228
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	904	547136978	99.999	3	22	0.001	907	547137000	6	904228
Re-appointment of Mr. M. K. Hamied, Director retiring by rotation	Ordinary	3	Remote E-voting	790	498326178	761	489275330	98.878	21	5551355	1.122	762	494826685	9	904279
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	883	541585594	98.885	21	5551355	1.015	904	547136949	9	904279
Appointment of statutory auditors and fixing their remuneration	Ordinary	4	Remote E-voting	790	498326178	772	493593857	99.751	12	1232831	0.249	784	494826688	8	904276
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	894	545904121	99.775	12	1232831	0.225	906	547136952	8	904276
Appointment of Ms. Naina Lal Kidwai as an Independent Director	Ordinary	5	Remote E-voting	790	498326178	772	493055613	99.644	13	1761085	0.356	785	494826698	7	904265
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	894	545375877	99.678	13	1761085	0.322	907	547136952	7	904265
Re-appointment of Mr. S. Radhakrishnan as a Whole-time Director	Ordinary	6	Remote E-voting	790	498326178	581	437670175	88.449	205	57156518	11.551	786	494826693	8	904271
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	703	489890439	89.554	205	57156518	10.446	908	547136957	8	904271
Appointment of Mr. Umang Vohra as a Director	Ordinary	7	Remote E-voting	790	498326178	768	494392684	99.912	17	434014	0.088	785	494826698	7	904265
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	890	546702948	99.921	17	434014	0.079	907	547136962	7	904265
Appointment of Mr. Umang Vohra as Managing Director and Global Chief Executive Officer	Ordinary	8	Remote E-voting	790	498326178	746	490190650	99.063	39	4636047	0.937	785	494826697	7	904267
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	868	542500914	99.153	39	4636047	0.847	907	547136961	7	904267
Ratification of remuneration of the Cost Auditor	Ordinary	9	Remote E-voting	790	498326178	779	494826610	99.999	5	85	0.001	784	494826695	8	904269
			Voting at AGM	122	52310264	122	52310264	100.000	0	0	0.000	122	52310264		
			TOTAL	912	550636442	901	547136874	99.999	5	85	0.001	906	547136959	8	904269

