

Cipla Limited

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Phone: (9122) 2482 6000, **Fax:** (9122) 2482 6893, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com

Corporate Identity Number: L24239MH1935PLC002380

Notice of Annual General Meeting

NOTICE is hereby given that the 81st Annual General Meeting of Cipla Limited will be held on Friday, 11th August, 2017 at 3:00 p.m. (IST) at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the following business:

Ordinary Business(es):

To consider and if thought fit to pass resolution no. 1 to 4 as ordinary resolution.

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the report of the Board of Directors and of the Auditors thereon :

- (a) "Resolved that the audited standalone financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon as emailed / circulated to the members with the notice of the Annual General Meeting be and are hereby considered and adopted."
- (b) "Resolved that the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of Auditors thereon as emailed / circulated to the members with the notice of the Annual General Meeting be and are hereby considered and adopted."

2. To declare dividend on equity shares:

"Resolved that on the recommendation of the Board of Directors a final dividend at the rate of ₹ 2/- (Rupees two only) per equity share of ₹ 2/- (Rupees two only) each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2017."

3. To re-appoint Mr. S. Radhakrishnan as director liable to retire by rotation:

"Resolved that Mr. S. Radhakrishnan (DIN: 02313000), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby

reappointed as a Director of the Company liable to retire by rotation."

4. To ratify appointment of Walker Chandiook & Co. LLP as statutory auditors:

"Resolved that pursuant to sections 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder and resolution passed by the members at the 80th Annual General Meeting (AGM), the appointment of Walker Chandiook & Co. LLP, Chartered Accountants (Firm Reg. No. 001076N/ N500013) as Statutory Auditors of the Company to hold office till the conclusion of 85th AGM be and is hereby ratified upon such remuneration, taxes and out of pocket expenses, as may be fixed by the Board of Directors of the Company in mutual consultation with the Auditors.

Resolved further that pursuant to the provision of section 143(8) and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company be and is hereby authorised to appoint Auditors for the Company's branch office(s) outside India (whether now or as may be established hereafter) in terms of section 143 of the Companies Act, 2013, in consultation with the Statutory Auditors of the Company upon such remuneration, terms and conditions as the Board of Directors may deem fit."

Special Business(es):

To consider and if thought fit to pass resolution no. 5, 6, 7, 8 as ordinary resolution and resolution no. 9, 10 as special resolution.

5. To appoint Ms. Ireena Vittal as an Independent Director:

"Resolved that pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules,

2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Ireena Vittal (DIN: 05195656), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 1st December, 2016 up to 30th November, 2021."

6. To appoint Mr. Peter Lankau as an Independent Director:

"Resolved that pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Peter Lankau (DIN: 07688110), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this 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 10th January, 2017 up to 9th January, 2022."

7. To revise the terms of appointment of Ms. Samina Vaziralli, Executive Vice-Chairperson:

"Resolved that in partial modification of Resolution No. 6 passed at the Annual General Meeting of the Company held on 27th August, 2015 and pursuant to the provisions of sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V to the Act, approval of the shareholders be and is hereby accorded for the revision in the terms of appointment including, *inter-alia*, remuneration of Ms. Samina Vaziralli (DIN: 00027923), Executive Vice-Chairperson, from 1st April, 2017 for the remaining period of her tenure i.e. upto 9th July, 2020 as set out in the explanatory statement.

Resolved further that the Board of Directors be and is hereby authorised to alter, vary and modify the terms of appointment including, *inter-alia*, designation, remuneration and remuneration structure within the limits approved by the shareholders and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers

herein conferred to any Committee of Directors or any Director or Officer to give effect to this resolution."

8. To ratify remuneration of the cost auditors for the financial year 2017-18:

"Resolved that pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with all applicable rules including the Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force), Mr. D. H. Zaveri, the Cost Auditor appointed by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year ending 31st March, 2018, be paid a remuneration of ₹ 10,00,000/- plus applicable taxes as well as the reimbursement of out of pocket expenses incurred for the purpose of cost audit.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To authorise issuance of equity shares / securities convertible into equity shares upto ₹ 2000 crore:

"Resolved that pursuant to the provisions of sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the SEBI ICDR Regulations), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreement entered into by the Company with

the stock exchanges on which the equity shares having face value of ₹ 2 each of the Company (the Equity Shares) are listed, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, whether in India or abroad, and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this Resolution), the consent of the Company is hereby granted to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of Equity Shares, global depository receipts (the GDRs), American depository receipts (the ADRs), foreign currency convertible bonds (the FCCBs), fully convertible debentures / partly convertible debentures, non-convertible debentures (the NCDs) along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as Securities) or any combination of Securities, at a later date, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/or private offerings and/or qualified institutions placement or any combination thereof, through issue of prospectus and/or placement document or other permissible / requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI

ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilising agents, pension funds and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 2,000 crore or equivalent thereof, in one or more foreign currency(ies), inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency(ies) or equivalent Indian Rupees inclusive of such premium, as the Board at its absolute discretion may deem fit and appropriate.

Resolved further that if any issue of Securities is made by way of a qualified institutions placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as Eligible Securities within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Eligible Securities shall not be eligible to be sold for a period of 12 months from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

Resolved further that in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the

relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

Resolved further that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

Resolved further that in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

Resolved further that the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

Resolved further that in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

Resolved further that in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.

Resolved further that in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance.

Resolved further that without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

Resolved further that the Board be and is hereby authorised to finalise all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company.

Resolved further that for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the Transaction Documents) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts,

deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith."

10. To authorise issuance of debt securities upto ₹ 2000 crore:

"Resolved that pursuant to the provisions of sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000, as amended, the Master Direction - External Commercial Borrowings, Trade Credits, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers dated 1st January, 2016, as amended (the ECB Master Directions), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 2 each of the Company are listed, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, whether in India or abroad, and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities (if required) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, the consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this Resolution), the consent of the Company is hereby granted to the Board to create, offer and issue secured / unsecured, fully paid, listed / unlisted, rated / unrated,

redeemable / non-redeemable, transferable / non-transferable, senior / subordinated non-convertible debentures (including in form of bonds or otherwise) or bonds in one or more series and/or in one or more tranches whether denominated in Indian Rupee and/ or foreign currency(ies) up to an aggregate amount not exceeding ₹ 2,000 crore or equivalent thereof, in one or more foreign currency(ies) (collectively, the Eligible Debt Securities) either on a private placement basis or pursuant to a public issue of such Eligible Debt Securities to eligible investors whether onshore or offshore to any number of such eligible investors as permitted by applicable laws including the ECB Master Directions (such eligible investors shall be hereinafter referred to as the Investors), who would be willing to invest in or subscribe to such Eligible Debt Securities, at such time or times and on such terms and conditions including issue price (inclusive of such discount or premium to market price or prices), security, rate of interest, tenure, end use of proceeds, etc., as may be decided by the Board at its absolute discretion, considering the prevailing market conditions, other relevant factors and in accordance with the applicable laws and for such purposes as permitted under the applicable law including the ECB Master Directions, as may be applicable.

Resolved further that subject to the Memorandum and Articles of Association of the Company, and the overall limit prescribed under the law upto which the Board may mortgage or create charge on the movable and immovable properties and receivables of the Company, the Board be and is hereby authorised to create a charge (if so required) by way of mortgage, hypothecation, pledge or any other security interest over such assets of the Company (including movable assets, immovable assets and receivables of the Company), and execute all documents in connection therewith, as may be determined by the Board, in connection with the Eligible Debt Securities to be offered, issued and allotted by the Company.

Resolved further that the Board be and is hereby authorised to finalise all the terms and conditions and the structure of the proposed Eligible Debt Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Eligible Debt Securities (including in relation to the issue of such Eligible Debt Securities in one or more tranches from time to time) and the

utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company.

Resolved further that the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Eligible Debt Securities, term sheet, issue agreement, registrar agreement, escrow agreement, Exchange(s) underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, uniform listing agreement with the stock exchange (for the Eligible Debt Securities), the security documents and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the Transaction Documents) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Eligible Debt Securities in one or more tranches from time to time and matters connected therewith."

By Order of the Board of Directors

Date: 25th May, 2017
Place: Mumbai

Rajendra Chopra
Company Secretary

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

2. The Statement pursuant to section 102 of the Companies Act, 2013 (the Act) is annexed hereunder and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 28th July, 2017 to Friday, 11th August, 2017, both days inclusive.
4. The dividend for the year ended 31st March, 2017 as recommended by the Board, if approved at the Meeting, will be paid to those members whose names appear in the Company's Register of Members on Thursday, 27th July, 2017. In respect of shares held in dematerialised form, the dividend will be payable based on beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
5. Members holding shares in physical form are requested to forward all applications for transfers and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company at the following address:

Karvy Computershare Private Limited
(Unit: Cipla Limited)
Karvy Selenium Tower B, Plot No.: 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500 032, Telangana
Tel: (040) 6716 2222 / 6716 1511;
Fax: (040) 2300 1153

6. Members holding shares in dematerialised form may please note that the bank details as furnished by the respective Depositories to the Company will be used for the purpose of distribution of dividend as directed by the Stock Exchanges. In the absence of electronic credit facility, the bank account details, if available, will be printed on the dividend warrants. Members holding shares in dematerialised form must give instructions, regarding bank accounts in which they wish to receive dividend, to their Depository Participants. The Company or the Share Transfer Agents will not act on any direct request from such members for change/deletion in such bank details.
7. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in the single name are advised, in their own interest, to avail of the nomination facility by filling Form No. SH-13 in duplicate with the Share Transfer Agents which, on request will supply blank forms. Members holding shares in the dematerialised form may contact the Depository Participant for recording nomination in respect of their shares.
8. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) as well as transferor(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

9. All unclaimed dividends up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period(s) are requested to claim the amount from the Registrar of Companies, Maharashtra, CGO Complex, CBD Belapur, Navi Mumbai - 400 614, by submitting an application in Form No. II.

Pursuant to the provisions of sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) (including the provisions of sections 205A and 205C of the Companies Act, 1956), dividends that remain unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund (IEPF). Accordingly, unclaimed dividends from the financial year ended 31st March, 1996 till 31st March, 2009 have been transferred to IEPF.

Members may note that unclaimed final dividend for the financial year ended 31st March, 2010 and unclaimed interim dividend for the financial year ended 31st March, 2011 shall become due for transfer to IEPF on 26th September, 2017. Those members, who have not encashed the said dividends are requested to claim it from the Share Transfer Agents immediately. Such of those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Share Transfer Agents.

Further pursuant to the provisions of section 125 of the Act, unclaimed redemption amount of preference shares and unclaimed sale proceeds of fractional equity shares arising out of issuance of bonus shares have also been transferred to IEPF.

As per the provisions of section 124(6) of the Act read with the IEPF Rules as amended, all shares in respect of which dividend has remained unclaimed for seven consecutive years or more shall be transferred by the Company to IEPF. The Company has sent individual communication to the concerned shareholders whose shares are liable to be transferred to IEPF. The list of concerned shareholders is also available on the Company's website i.e. www.cipla.com under investor information section. Please note that no claim shall lie against the Company in respect of unclaimed dividend and shares transferred to IEPF pursuant to the said Rules.

As per the provisions of section 125 of the Act and the IEPF Rules, members whose unclaimed dividend, unclaimed redemption amount of preference shares and unclaimed sale proceeds of fractional shares, among others have been transferred to IEPF may claim the refund by making an application to the IEPF Authority in Form No. IEPF-5 available on the website www.iepf.gov.in

10. The face value of shares has been sub-divided from ₹ 10 to ₹ 2 per equity share in the year 2004. Members

who have not yet exchanged share certificates of ₹ 10 face value are requested to surrender their old certificates to the Share Transfer Agents at the address stated above for exchange with new share certificates of ₹ 2 face value.

11. The Ministry of Corporate Affairs (MCA) has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email address. Members holding shares in dematerialised form are requested to contact their Depository Participant. Members may please note that notices, annual reports, etc. will be available on the Company's website - www.cipla.com and the same shall also be available for inspection, during office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.
12. As required under Secretarial Standard – 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the relevant information in respect of Directors seeking appointment / re-appointment at this Annual General Meeting (AGM) is enclosed as Annexure 1.
13. Voting through Electronic means:
 - i. In terms of the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
 - ii. The facility for voting through electronic voting system will be made available at the venue of the Meeting (InstaPoll) and the members attending the Meeting who have not cast their vote by remote e-voting will be able to vote at the Meeting through InstaPoll.
 - iii. The members who have cast their vote by remote e-voting may also attend the Meeting but will not be entitled to cast their vote again.

- iv. The Board of Directors of the Company has appointed Karvy Computershare Private Limited (Karvy) as the Agency to provide e-voting facility.
- v. The Board of Directors of the Company has appointed Mr. B Narasimhan, Practicing Company Secretary or failing him, Mr. Prakash Pandya, Practicing Company Secretary as the Scrutiniser to scrutinise the remote e-voting process and InstaPoll in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- vi. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 4th August, 2017.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 4th August, 2017 only shall be entitled to avail the facility of remote e-voting / InstaPoll.
- viii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. Friday, 4th August, 2017, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio no. / DP ID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number+Folio no. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWD<SPACE>IN12345671234567

Example for CDSL:
MYEPWD<SPACE>1234567812345678

Example for Physical:
MYEPWD<SPACE>XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com> the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1800 345 4001.
 - d. Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

- ix. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, 8th August, 2017

End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 10th August, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the voting module will be disabled by Karvy upon expiry of aforesaid period.

- x. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- xi. Instructions and other information relating to remote e-voting:

1. A. In case a member receives an e-mail from Karvy:

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password mentioned in the email). The Electronic Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on 'LOGIN'.
- d. If you are logging in for the first time, you will reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.

- f. On successful login, the system will prompt you to select the E-Voting Event Number for Cipla Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: ciplascrutinizer@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name_EVENT NO'.
- B. In case a member receives physical copy of the Notice of AGM:**
- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - b. Enter the login credentials (i.e. User ID and password mentioned in the electronic voting form).
 - c. Please follow all steps from (c) to (l) as mentioned in 1A above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member will not be allowed to change it subsequently or cast the vote again.
 3. In case of any query / grievance pertaining to electronic voting, please visit Help & FAQs section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajesh Mishra, Deputy General Manager of Karvy on contact no. (040) 6716 2222 or write to him at Karvy Computershare Private Limited (Unit: Cipla Limited), Karvy Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana or at rajesh.mishra@karvy.com
 4. The Scrutiniser's decision on the validity of the votes shall be final and binding.
 5. The Scrutiniser, after scrutinising the votes cast through remote e-voting and InstaPoll, not later than 48 hours from the conclusion of the AGM, make a scrutiniser's report and submit the same to the Chairman or any authorised person who shall countersign the same.
 6. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 7. The Results declared along with the scrutiniser's report shall be placed on the website of the Company i.e. www.cipla.com under Investor Information section and on the website of Karvy <https://evoting.karvy.com>. The results shall also be communicated to the Stock Exchanges.
 8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act 2013 (the Act), Register of Contracts or Arrangements in which Directors are interested under section 189 of the Act and the Certificate from Auditors of the Company under Clause 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) and will also be available for inspection at the venue of the AGM.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS(ES) IN THE NOTICE DATED 25TH MAY, 2017

Item No. 5: Ordinary Resolution

The Board of Directors (the Board), as per recommendation of the Nomination and Remuneration Committee, appointed Ms. Ireena Vittal as an Additional Director with effect from 1st December, 2016 pursuant to section 161 of the Companies Act, 2013 (the Act) read with the Company's Articles of Association.

Ms. Ireena Vittal was a former partner with McKinsey & Company. She has over two decades of experience in management consulting and is recognised as a thought leader for consumer-facing companies in emerging markets. Prior to joining McKinsey, Ms. Vittal worked with Nestle and MaxTouch (now Vodafone).

Ms. Ireena Vittal is not disqualified from being appointed as Director in terms of section 164 of the Act. In terms of section 149 and other applicable provisions of the Act, Ms. Ireena Vittal, being eligible, is proposed to be appointed as an Independent Director for a term of five consecutive years up to 30th November 2021. The Company has received, along with the requisite deposit, a notice under section 160 of the Act in writing from a member proposing her appointment as a Director of the Company.

Ms. Ireena Vittal is entitled to sitting fees for attending the meetings of the Board and Committees thereof. She is also entitled to commission as determined each year by the Board on the basis of recommendation of the Nomination and Remuneration Committee and within the limits approved by the shareholders.

In the opinion of the Board, Ms. Ireena Vittal fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter of appointment of Ms. Ireena Vittal is available for inspection at the registered office of the Company during normal business hours on all working days and at the ensuing Annual General Meeting.

Keeping in view her vast experience and knowledge, it will be in the interest of the Company that Ms. Ireena Vittal is appointed as an Independent Director and therefore the Board of the Company recommends the resolution at Item No.5 for approval of the members of the Company.

Except for Ms. Ireena Vittal, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The statutory details of Ms. Ireena Vittal are enclosed.

Item No.: 6: Ordinary Resolution

The Board of Directors (the Board), as per recommendation of the Nomination and Remuneration Committee, appointed Mr. Peter Lankau as an Additional Director with effect from 10th January, 2017 pursuant to section 161 of the Companies Act, 2013 (the Act) read with the Company's Articles of Association.

Mr. Lankau is currently a principal of Lankau Consulting LLC. He was previously Executive Chairman of the Board for Nautilus Neurosciences, Inc., Chairman & CEO of Logical Therapeutics, Inc. and President & CEO of Endo Pharmaceuticals Inc.

Mr. Peter Lankau is not disqualified from being appointed as Director in terms of section 164 of the Act. In terms of section 149 and other applicable provisions of the Act, Mr. Lankau, being eligible, is proposed to be appointed as an Independent Director for a term of 5 consecutive years up to 9th January 2022. The Company has received, along with the requisite deposit, a notice under section 160 of the Act in writing from a member proposing his appointment as a Director of the Company.

Mr. Lankau is entitled to sitting fees for attending the meetings of the Board and Committees thereof. He is also entitled to commission as determined each year by the Board on the basis of recommendation of the Nomination and Remuneration Committee and within the limits approved by the shareholders.

In the opinion of the Board, Mr. Lankau fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter of appointment of Mr. Peter Lankau is available for inspection at the registered office of the Company during normal business hours on all working days and at the ensuing Annual General Meeting.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Peter Lankau is appointed as an Independent Director and therefore the Board of the Company recommends the resolution at Item No.6 for approval of the members of the Company.

Except for Mr. Peter Lankau, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The statutory details of Mr. Peter Lankau are enclosed.

Item No. 7: Ordinary Resolution

In terms of the provisions of sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, revision in the terms of appointment including remuneration of Ms. Samina Vaziralli requires approval of the shareholders. Ms. Samina Vaziralli was appointed as the Whole-time Director designated as "Executive Director" of the Company by the Board of Directors (the Board), for five years commencing from 10th July, 2015. The members approved the appointment at the Annual General Meeting of the Company held on 27th August, 2015. Subsequently, the Board of Directors elevated her as the Executive Vice-Chairperson of the Company, effective 1st September, 2016, reflecting a change in her role and responsibilities from operational management to Governance and supervision.

As an Executive Vice-Chairperson, she is responsible for engaging with the management and monitoring key initiatives in line with Cipla's strategic and business performance. She is also responsible to build and nurture Cipla's relationship with key industry and non-industry stakeholders across priority markets to bolster reputation, reinforce the vision, communicate strategy and strengthen partnerships, Board and Governance issues, among others.

Ms. Vaziralli is involved in various strategic initiatives and has been playing a pivotal role in the Company's transformational journey. Besides, she is leading diverse people strategies and leadership development initiatives. In her tenure as an Executive Director, she was instrumental in incubating and shaping Cipla's Consumer Healthcare business as a part of Cipla New Ventures and had led global strategic alliances.

Before joining the Company, she had worked at various positions with Goldman Sachs International, London and Goldman Sachs & Company, New York in its Investment Management Division.

In view of the enhanced role and responsibilities and professional expertise, the Board on the recommendation of the Nomination and Remuneration Committee of the Company has considered it appropriate to revise her terms of appointment, including remuneration structure. The Board has considered it appropriate to pay her

profit-linked commission based on performance criteria determined by the Board, instead of performance-linked incentive. There is no change in her overall fixed salary. The Board has also recommended a ceiling of 30% of Fixed Salary in any financial year on the perquisites payable to her. The revised terms of her appointment are as follows:

I Remuneration:

A. Fixed Salary inclusive of basic salary, allowances, employer's contribution to PF, ex-gratia, one-time incentives, etc. (payable on a monthly basis):

₹ 3,67,50,000 per annum or such other sum as may be decided by the Board from time to time, provided that the total Fixed Salary shall not exceed ₹ 5,00,00,000 per annum in any financial year.

B. Commission (to be paid annually after end of the financial year):

Such sum as may be determined by the Board from time to time on the performance criteria decided by the Board provided however that the total Commission payout in any financial year shall not exceed 0.5% of the net profit calculated in pursuance of sections 197 and 198 of the Act.

C. Perquisites:

As per the Company's policy(ies) or as may be approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 30% of the Fixed Salary in any financial year.

D. Retirement Benefits:

Gratuity, superannuation funds and any other benefits as per policy(ies) of the Company.

If in any financial year, during the currency of tenure of Ms. Samina Vaziralli, the Company has no profits or its profits are inadequate, she shall be entitled to minimum remuneration by way of fixed salary, perquisites and allowances not exceeding the ceiling limit specified under Schedule V to the Act.

II Other Terms & Conditions:

a) Ms. Samina Vaziralli, Executive Vice-Chairperson, shall

- Adhere and comply with all by-laws, code of conduct(s), policies, procedures, rules, regulations of the Company and statutory laws, as are applicable from time to time.
- Be entitled to reimbursement of all legitimate expenses incurred by her while performing her duties and such reimbursement will not form part of her remuneration.

- Be subject to the covenants of non-compete, non-solicit and reasonable restrictions necessary to protect legitimate interests of the Company as may be mutually agreed between the Company and Ms. Samina Vaziralli.

- b) This appointment may be terminated by giving three month's notice or pro-rata Fixed Salary in lieu of notice.

The revised terms of appointment and remuneration shall supersede the earlier agreement and understanding between the Company and Ms. Samina Vaziralli effective 1st April, 2017.

The remuneration proposed above is enabling one and sets out the maximum amount that can be paid to Ms. Samina Vaziralli in any year during her tenure i.e. from 1st April, 2017 to 9th July, 2020 with the approval of the Board of Directors.

The Board recommends the resolution as set out in Item No. 7 for approval of the shareholders as an ordinary resolution. The terms as set out in the resolution and the explanatory statement shall be treated as an abstract of the terms of appointment and remuneration as set out in the letter of appointment issued to Ms. Samina Vaziralli. The aforesaid letter is available for inspection at the Registered Office of the Company during regular business hours on all working days up to and on the date of the Annual General Meeting.

No Director of the Company except Dr. Y. K Hamied, Mr. M.K. Hamied and Ms. Samina Vaziralli, and their relatives to the extent of their shareholding is concerned or interested, financially or otherwise, in the proposed resolution.

The statutory details for Ms. Samina Vaziralli are enclosed.

Item No. 8: Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. D. H. Zaveri as the Cost Auditor to audit the cost records maintained by the Company for the financial year ending 31st March, 2018 on a remuneration of ₹ 10,00,000/- plus applicable taxes as well as the reimbursement of out of pocket expenses incurred for the purpose of cost audit.

In accordance with the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 9: Special Resolution

To enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the members is hereby sought for an enabling approval to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of equity shares of the Company of face value of ₹ 2 each (the Equity Shares), global depository receipts, American depository receipts, foreign currency convertible bonds, fully convertible debentures / partly convertible debentures, non-convertible debentures along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as Securities) or any combination of Securities to any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board of Directors of the Company (the Board, including its duly authorised committee thereof) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 2,000 crore or equivalent thereof, in one or more foreign Currency(ies).

In case of qualified institutions placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to the SEBI ICDR Regulations.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.

The relevant date for minimum issue price for issuance of Equity Shares upon exercise of the warrants shall be the date of the meeting in which the Board or a Committee of the Board decides to open the issue of warrants.

Based on the financial projections, the Company would require funds in order to meet capital expenditure

requirements for ongoing and future projects of the Company and its subsidiaries, expansion of existing business, entering new lines of business, introduce new products, conduct clinical trials for respiratory products, enhance research and development, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, in subsidiary companies, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time. Accordingly, the Company seeks to obtain the approval of its shareholders for raising funds.

The proceeds of the proposed issue shall be utilised for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue, allotment and conversion would be subject to the availability of regulatory approvals, if any.

None of the promoter will subscribe to the offer, if made under Chapter VIII of the SEBI ICDR Regulations.

The above proposal is in the interest of the Company and the Board of the Company thus recommends the resolution at Item No. 9 for approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel and/ or their relatives, are in any way, financially or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Item No. 10: Special Resolution

To enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the members is hereby sought for an enabling approval to create, offer and issue secured / unsecured, fully paid, listed / unlisted, rated / unrated, redeemable / non-redeemable, transferable / non-transferable, senior / subordinated non-convertible debentures (including in form of bonds or otherwise) or bonds in one or more series and/or in one or more tranches whether denominated in Indian Rupee and/ or foreign currency(ies) up to an aggregate amount not exceeding ₹ 2,000 crore or its equivalent in any other foreign Currency(ies) thereof (collectively, the Eligible Debt Securities) either on a private placement basis or pursuant to a public issue of such Eligible Debt Securities to eligible investors whether onshore or offshore to any number of such eligible investors as permitted by applicable laws (such eligible

investors shall be hereinafter referred to as the Investors), who would be willing to invest in or subscribe to such Eligible Debt Securities, at such time or times and on such terms and conditions, as may be determined by the Board and as permitted under the applicable law.

Based on the financial projections, the Company would require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company and its subsidiaries, expansion of existing business, entering new lines of business, introduce new products, conduct clinical trials for respiratory products, enhance research and development, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, in subsidiary companies, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time. Accordingly, the Company seeks to obtain the approval of its shareholders for raising funds.

The proceeds of the proposed issue shall be utilised for any of the purposes above to the extent permitted by law (including the Master Direction - External Commercial Borrowings, Trade Credits, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers dated 1st January, 2016, as amended). The issue, allotment and conversion would be subject to the availability of regulatory approvals, if any.

The price at which the Eligible Debt Securities will be issued, will be determined by the Board of the Company in accordance with applicable law and consultation with the appropriate advisors.

The above proposal is in the interest of the Company and the Board of the Company thus recommends the resolution at Item No. 10 for approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel and/ or their relatives are in any way, financially or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Date: 25th May, 2017
Place: Mumbai

Rajendra Chopra
Company Secretary

ANNEXURE 1

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of the Companies Act, 2013 and Secretarial Standards - 2, as on the date of Notice:

| Name of Director | Ms. Samina Vaziralli | Ms. Ireena Vittal | Mr. Peter Lankau | Mr. S Radhakrishnan |
|--|---|---|---|--|
| Director Identification Number (DIN) | 00027923 | 05195656 | 07688110 | 02313000 |
| Age | 41 years | 48 years | 64 years | 60 years |
| Original Date of Appointment | 10 th July, 2015 | 1 st December, 2016 | 10 th January, 2017 | 12 th November, 2010 |
| Qualification | MSc in International Accounting and Finance from The London School of Economics and Political Science | MBA from Indian Institute of Management, Kolkata | Bachelor of Science in Biology from the State University of New York at Albany, USA | Chartered Accountant |
| Experience and expertise | Economics, Finance, Business Development, Strategy, Corporate Governance and General Management | General Management, Marketing, Advertising and Branding | Pharmaceutical, General Management | Finance, Accounts, Taxation, Commercial, Legal and Allied areas |
| Remuneration Last Drawn | As mentioned in Report on Corporate Governance | | | |
| Number of Meetings of Board attended during the year | As mentioned in Report on Corporate Governance | | | |
| Shareholding | 98,59,500 equity shares | NIL | NIL | 38,125 equity shares (as joint holder) |
| Relationship with other Directors / KMPs | Daughter of Mr. M.K. Hamied, Non-Executive Vice-Chairman; and Niece of Dr. Y.K. Hamied, Non-Executive Chairman | NIL | NIL | NIL |
| Directorships held in other companies | <ul style="list-style-type: none"> ● Cipla Health Limited ● Twist Pharma Private Limited ● Cipla (EU) Limited ● InvaGen Pharmaceuticals Inc | <ul style="list-style-type: none"> ● Tata Global Beverages Ltd ● Godrej Consumer Products Ltd ● Wipro Ltd ● The Indian Hotels Company Ltd ● Titan Company Ltd ● Tata Industries Ltd ● Roots Corporation Ltd ● Montblanc India Retail Pvt. Ltd ● Zomato Media Private Ltd ● Foundation to Educate Girls Globally ● Vidhi Centre for Legal Policy ● Compass Group PLC | <ul style="list-style-type: none"> ● Phosphagenics Limited | <ul style="list-style-type: none"> ● Meditab Holdings Limited ● Jay Precision Pharmaceuticals Private Limited ● Venture East Advisors Pte. Ltd. |

| Name of Director | Ms. Samina Vaziralli | Ms. Ireena Vittal | Mr. Peter Lankau | Mr. S Radhakrishnan |
|--|---|---|---|---|
| Membership / Chairmanship of Committees of the Company | Chairperson: <ul style="list-style-type: none"> ● Investment and Risk Management Committee Member: <ul style="list-style-type: none"> ● Securities Issuance Committee | Member: <ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee | Member: <ul style="list-style-type: none"> ● Investment and Risk Management Committee | Member: <ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Stakeholders Relationship Committee ● Investment and Risk Management Committee ● Securities Issuance Committee |
| Membership / Chairmanship of Committees held in other Indian companies | Nil | Tata Global Beverages Limited: <ul style="list-style-type: none"> ● Audit Committee ● Executive Committee ● Risk Management Committee Godrej Consumer Products Limited: <ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee Wipro Limited: <ul style="list-style-type: none"> ● Audit, Risk and Compliance Committee ● Administrative and Shareholders/Investors Grievance Committee The Indian Hotels Company Limited: <ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Risk Management Committee Titan Company Limited: <ul style="list-style-type: none"> ● Corporate Social Responsibility Committee ● Audit Committee ● Nomination and Remuneration Committee Tata Industries Limited: <ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee Roots Corporation Limited: <ul style="list-style-type: none"> ● Audit Committee Zomato Media Private Limited: <ul style="list-style-type: none"> ● Audit Committee | Nil | Nil |

Cipla Limited

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Phone: (9122) 24826000, **Fax:** (9122) 2482 6893, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com

Corporate Identity Number: L24239MH1935PLC002380

ATTENDANCE SLIP

Please Complete this Attendance Slip and Hand it Over At The Entrance of The Meeting Hall

Folio No.: DP ID No.: Client ID No.:

Name/s:

(1st name)

.....
(Joint Holder)

I/We record my/our presence at the 81st Annual General Meeting of the Company at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 on Friday, 11th August, 2017.

Signature(s) of the Shareholder(s)/Proxy:



Route map for venue of the Annual General Meeting



Venue: Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai - 400 025

Date: Friday, 11th August, 2017 at 3.00 p.m.

Landmark: Behind Shree Siddhivinayak Temple

Cipla Limited

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Phone: (9122) 2482 6000, **Fax:** (9122) 2482 6893, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com

Corporate Identity Number: L24239MH1935PLC002380

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

Email: Folio No./ DP ID No./ Client ID No.

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1. of having e-mail id or failing him
2. of having e-mail id or failing him
3. of having e-mail id

and whose signature(s) are appended as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 81st Annual General Meeting of the Company, to be held on Friday, 11th August, 2017 at 3.00 p.m. Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | For | Against |
|--|-----|---------|
| 1 Receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2017 and the report of the Board of Directors and of the Auditors thereon | | |
| 2 Declaration of dividend on equity shares | | |
| 3 Re-appointment of Mr. S. Radhakrishnan as director liable to retire by rotation | | |
| 4 Ratification of appointment of Walker Chandok & Co. LLP as statutory auditors | | |
| 5 Appointment of Ms. Ireena Vittal as an Independent Director | | |
| 6 Appointment of Mr. Peter Lankau as an Independent Director | | |
| 7 Revision in the terms of appointment of Ms. Samina Vaziralli, Executive Vice-Chairperson | | |
| 8 Ratification of remuneration of cost auditor for the financial year 2017-18 | | |
| 9 Authorise issuance of equity shares / securities convertible into equity shares | | |
| 10 Authorise issuance of debt securities | | |

Signed this day of 2017.

.....
Signature(s) of the Shareholder(s)



.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and proxy need not be a member of the Company.
3. Pursuant to the provisions of section 105 of the Companies Act, 2013 read with the Companies (Management and Administration Rules), 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

