

**Combined Scrutinizer's Report on Remote e-voting & voting by InstaPoll conducted at the
81st Annual General Meeting of Cipla Limited held at Mumbai on August 11, 2017**

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

**81st Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on Friday,
August 11, 2017 at 3.00 P.M. (IST) at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala
Academy Sayani Road, Prabhadevi, Mumbai - 400 025**

**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 May 25, 2017 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 Board has appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote e-voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 81st AGM of CIPLA, which was held on Friday, August 11, 2017.

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



- The internal cut-off date for the dispatch of the Notice of the AGM was June 30, 2017 and as on that date, there were 217688 Members of the CIPLA. RTA had sent the Notices of the AGM along with Annual Report and E-voting details by email to 161696 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 55992 cases, 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 1210 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 **Friday, August 4, 2017**.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days i.e. from **Tuesday, August 8, 2017 at 9:00 A.M. (IST) to Thursday, August 10, 2017 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 Business Standard newspaper having country-wide circulation dated July 17, 2017 and in Marathi in Saakal newspaper dated July 17, 2017. 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 August 10, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 81st AGM of the CIPLA held on August 11, 2017, 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 cast their votes.

On August 11, 2017, after taking count of the votes cast through InstaPoll conducted at the venue of the AGM, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Honey Soni and Ms. Vidhi Doshi 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	731	106	837
Total number of Shares held by them	531461441	50184930	581646371
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

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 through InstaPoll 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 (ES)

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

Receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Board of Directors and of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	576885513	99.999	750	0.001	4760108

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 / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	577101021	99.999	350	0.001	4545000

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. S. Radhakrishnan (DIN: 02313000) as director liable to retire by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	507326113	87.909	69775258	12.091	4545000

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

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

Ratification of appointment of Walker Chandiook & Co. LLP as statutory auditors

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	577022039	99.986	79330	0.014	4545002

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



SPECIAL BUSINESS(ES)**Item No. 5 of the Notice (As an Ordinary Resolution):****Appointment of Ms. Ireena Vittal (DIN: 05195656) as an Independent Director**

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	558706881	96.813	18394490	3.187	4545000

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

V) Item No. 6 of the Notice (As an Ordinary Resolution):**Appointment of Mr. Peter Lankau (DIN: 07688110) as an Independent Director**

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	577100177	99.999	1159	0.001	4545035

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

VI) Item No. 7 of the Notice (As an Ordinary Resolution):**Revision in the terms of appointment of Ms. Samina Vaziralli, Executive Vice-Chairperson**

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	571465380	99.029	5605812	0.971	4575179

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



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

Ratification of remuneration of cost auditor for the financial year 2017-18

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	577100312	99.999	1047	0.001	4545012

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

VIII) Item No. 9 of the Notice (As a Special Resolution):

Authorise issuance of equity shares / securities convertible into equity shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	576251095	99.853	850274	0.147	4545002

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

IX) Item No. 10 of the Notice (As a Special Resolution):

Authorise issuance of debt securities

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	577100213	99.999	1156	0.001	4545002

Item No. 10 of the Notice stands passed with the requisite majority



All the Resolutions mentioned in the AGM Notice dated May 25, 2017 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of InstaPoll with the requisite majority and deemed to be passed as on the date of the AGM.



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

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

Thanking you,

Yours Faithfully

For B.N. & Associates

CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: August 12, 2017

Witnesses: 

1. Honey Soni



2. Vidhi Doshi

Countersigned and received the report:


.....

Signed by Mr. S. Radhakrishnan, whole-time Director
.....

Authorized by the Board

Place: Mumbai

Date: 12th August 2017