

**Combined Scrutinizer's Report on remote e-voting & e-voting conducted during
87th Annual General Meeting of Cipla Limited
held on Thursday, August 10, 2023**

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

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote E-voting and electronic voting during the 87th Annual General Meeting (AGM) of Cipla Limited

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, was appointed as Scrutinizer by the Board of Directors of Cipla Limited (*hereinafter referred to as the "Company"*) in its meeting held on May 12, 2023, for the purpose of scrutinizing the remote e-voting process and electronic voting (e-voting) conducted during the 87th AGM pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In view of the circulars issued by the Securities Exchange Board of India (SEBI) and the Ministry of Corporate Affairs (*hereinafter collectively referred to as "the Circulars"*) the companies are permitted to hold the AGM through video conferencing (VC)/ other audio visual means (OAVM). Hence, in compliance with these circulars, the AGM of the Company was held through VC/OAVM. The deemed venue for the AGM was the registered office of the company, i.e. Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.

Report on Scrutiny:

- The Company had availed the facility offered by National Securities Depository Limited ('NSDL') for providing remote e-voting to the shareholders and e-voting during the 87th AGM.
- KFin Technologies Limited ('Kfintech'), (formerly KFin Technologies Private Limited) is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided the e-voting facility for voting conducted during the e-voting period (i.e. from August 06, 2023 to August 09, 2023) and at the AGM i.e. on August 10, 2023 between 5.15 pm IST to 5.45 pm IST) on all the items of the business sought to be transacted at the

AGM. The electronic voting facility was set up by NSDL on their website, <https://www.evoting.nsdl.com>.

- The Notice of the 87th AGM was uploaded on the website of the Company, NSDL, BSE Limited and National Stock Exchange of India Limited, which provided the manner of remote e-voting for shareholders holding shares in dematerialized and physical modes.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.
- My responsibility as scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the AGM), in a fair and transparent manner and to prepare a combined Scrutinizer's Report of the voting.
- The cut-off date for the entitlement of the shareholders to receive Notice of the AGM along with Annual Report for FY 2022-23 ('Annual Report') was July 14, 2023 and as on that date, there were 4,72,186 Shareholders of the Company. The Company had sent the AGM Notice along with Annual Report and e-voting details by email to 4,55,553 Shareholders, whose email addresses were registered with the Company / Depositories
- The Company completed dispatch of the Notices and Annual Report by email to the Shareholders on July 18, 2023.
- In compliance with the provisions of clause A(IV) of General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company on July 11, 2023 had published the requisite advertisement in English in 'Business Standard' and in Marathi in 'Sakal' newspapers prior to sending notice to the Shareholders. The notice published contained the required information as provided under clause A (IV) (a) to (g) of the said circular.
- As prescribed in clause v of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, 21 days before the AGM in English in 'Business Standard' having country-wide circulation and in Marathi in 'Sakal' on July 19, 2023. 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.
- The cut-off date for the purposes of identifying the Shareholders entitled to vote on the resolutions stated in the Notice of the AGM was **Thursday, August 3, 2023**.
- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for 4 (four) days from **Sunday, August 6, 2023 (9.00 A.M.) to Wednesday, August 9, 2023 (5.00 P.M.)**
- The facility to vote electronically (e-voting) during the AGM, was provided to facilitate only those shareholders who attended the 87th AGM through VC/OAVM but could not participate in the remote e-voting to record their votes.
- **At the end of the remote e-voting period on Wednesday, August 9, 2023, at 5.00 P.M., the voting portal of the NSDL, service provider was blocked forthwith.**
- On Thursday, **August 10, 2023, after completion of the e-voting** at the 87th AGM, the system provided by the NSDL was duly unblocked by me as a Scrutinizer in the presence of Ms. Divya



Gupta and Ms. Kashish Tekchandani who acted as the witnesses, as prescribed under sub rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014.

Thereafter, I as a Scrutinizer duly compiled the details of the remote e-voting and the e-voting during the AGM, the voting results are summarized below:

Details	remote e-voting	e-voting at AGM	Total voting
Number of shareholders who cast their votes	2,430	17	2,447
Total number of Shares held by them	64,15,56,841	13,93,325	64,29,50,166
Valid votes	As per details provided under each Resolution(s) mentioned below.		
Abstained / less voted	As mentioned under each of Resolution(s).		
Invalid Votes	Nil		

Note:

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through remote e-voting and through electronic voting at the AGM.

ORDINARY BUSINESS:

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

To receive, consider and adopt the standalone financial statement of the Company for the financial year ended March 31, 2023 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
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	63,37,51,463	99.949	3,24,538	0.051	88,74,165

Item 1 of the Notice stands **PASSED** with the requisite majority.

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

To receive, consider and adopt the consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.



Total votes through remote e-voting and e-voting at meeting	63,37,51,116	99.949	3,24,568	0.051	88,74,482
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Item 2 of the Notice stands **PASSED** with the requisite majority.

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

To declare dividend on equity shares

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	63,93,49,289	99.999	6,971	0.001	35,93,906

Item 3 of the Notice stands **PASSED** with the requisite majority.

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

To re-appoint Mr. Umang Vohra as director liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	63,51,20,796	99.352	41,45,390	0.648	36,83,980

Item 4 of the Notice stands **PASSED** with the requisite majority.

SPECIAL BUSINESS:

V) Item No.5 of the Notice (As a Ordinary Resolution):

To ratify remuneration of the cost auditor for the financial year ending 31st March, 2024

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	63,89,88,109	99.999	8,900	0.001	39,53,157



Item 5 of the Notice stands **PASSED** with the requisite majority.

All the Resolutions mentioned in the Notice of 87th AGM dated May 12, 2023 as per the details above stand **PASSED** by requisite majority through remote e-voting and e-voting conducted during the 87th AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the e-voting service provider. All other relevant records relating to remote e-voting and e-voting conducted during the 87th AGM by the Shareholders of the Company is under my safe custody and the same shall be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the Minutes of the 87th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

For BN & Associates
Company Secretaries




CS B. Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)
UDIN No: F001303E000752559



Place: Mumbai
Date: August 10, 2023

The following were the witnesses to the unblocking the votes cast through remote e-voting and e-voting at the AGM.



1. Ms. Divya Gupta



2. Ms. Kashish Tekchandani

Countersigned and received the report:



Signed by Mr. Rajendra Chopra
Authorized by the Board

Place: Mumbai
Date: Aug. 10, 2023