

Cipla Limited

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

Phone: +91 22 4191 6000, **Fax:** +91 22 4191 6120, **Email:** cosecretary@cipla.com, **Website:** www.cipla.com

Corporate Identity Number: L24239MH1935PLC002380

Notice of 88th Annual General Meeting

NOTICE is hereby given that 88th Annual General Meeting of Cipla Limited will be held on Tuesday, 20th August, 2024 at 3.00 PM (IST) through video conferencing ('VC') / other audio visual means ('OAVM') to transact the following businesses:

Ordinary Business(es):

To consider and if thought fit, to pass the following resolutions as ordinary resolutions.

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditor thereon

"Resolved that the audited standalone financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the report of the Auditor thereon

"Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the report of Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

3. To declare final dividend on equity shares

"Resolved that the final dividend of ₹ 13/- (Rupees Thirteen Only) per equity share of the Company, as recommended by the Board of Directors for the financial year ended 31st March 2024, be and is hereby declared and that such dividend be paid to those members whose names appear in the Register of Members as at the close of business hours on Friday, 2nd August, 2024."

Special Business(es):

To consider and if thought fit, to pass the following resolutions as ordinary resolutions.

4. To approve to not to fill the vacancy caused by retirement of Mr S Radhakrishnan

"Resolved that pursuant to the provisions of Section 152(7) of the Companies Act, 2013 and other applicable provisions, if any, the vacancy caused by retirement of Mr S Radhakrishnan (DIN: 02313000) shall not be filled as he has expressed his desire not to seek re-appointment as director of the Company."

5. To approve the continuation of Dr Y K Hamied as Non-Executive Director

"Resolved that pursuant to Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, approval of the members of the Company be and is hereby accorded for continuation of Dr Y K Hamied (DIN: 00029049) as Non-Executive Director of the Company not liable to retire by rotation."

6. To ratify remuneration of the cost auditor for the financial year ending 31st March, 2025

"Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the remuneration of ₹ 12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses to be paid to M/s Joshi Apte and Associates (Firm Registration No. 000240), the Cost Auditor, to audit the cost records maintained by the Company for the financial year ending 31st March, 2025, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.

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

By order of the Board of Directors

For **Cipla Limited**

Date: 10th May, 2024

Place: Mumbai

Rajendra Chopra

Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022 the latest being 09/2023 dated 25th September 2023 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through video conferencing ('VC')/ other audio visual means ('OAVM'). Hence, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the Company, i.e. Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.
2. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ('Act').
3. The members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time or any time thereafter till the conclusion of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on a first-come-first-serve basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel and auditors, among others, who are allowed to attend the AGM without restriction on account of a first-come-first-serve basis and can connect with the Company at cipla.agm@cipla.com.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM.

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. In compliance with the provisions of Section 113 of the Act, Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF/JPG format) of the board resolution/ power of attorney/authority letter etc. to the Scrutiniser at e-mail id: ciplascrutinizer@gmail.com with copy marked to evoting@nsdl.com to attend the AGM through VC/OAVM and to vote through remote electronic voting ('e-voting').
5. In compliance with the Circulars, notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The printed copy of the Integrated Annual Report and the Notice of AGM will be sent to only those members who request for the same at cipla.agm@cipla.com. The members are requested to mention their Folio No./DP id and Client id while submitting the request.
6. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.
7. Members will be provided with a facility of e-voting and for attending the AGM through VC/OAVM by the National Securities Depository Limited ('NSDL') e-Voting system i.e. www.evoting.nsdl.com.
8. Notice of the AGM along with the Integrated Annual Report 2023-24 are also available on the website of the Company, i.e., www.cipla.com on websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also on website of NSDL (i.e. www.evoting.nsdl.com).
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the statutory auditor of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic form by the members during the AGM. All documents referred to in the notice will also be available for inspection in electronic form without any fee by the members from the date of circulation of this notice up to the date of AGM on Tuesday, 20th August, 2024 during business hours. Members seeking to inspect such documents may send a request on the email id cipla.agm@cipla.com at least one working day before the date on which they intend to inspect the document.
10. The explanatory statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice. As required under the Secretarial Standard - 2 and Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the relevant information of directors seeking appointment / re-appointment is attached as Annexure 1. Though not statutorily required, the explanatory statement to ordinary business(es) item no. 1 to 3 is being provided as additional information to the members. The Board of Directors has considered item nos. 4 to 6 as unavoidable and therefore included it as special business(es) in this notice.

11. **Important instruction for shareholders holding shares in physical form.**
- i. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed company to issue the securities in dematerialized form only while processing investor service requests viz. issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
 - ii. As per the SEBI Circular, the Company/ RTA can entertain service request of members holding the shares in physical mode only upon the provision of KYC details viz., PAN, contact details, bank account details and specimen signature. Any folios for which any of the above KYC details are missing will be ineligible for lodging a grievance/ service request.
 - iii. Members are requested to submit their KYC details and service requests in duly executed prescribed forms with requisite proofs as listed in the forms, to the Company's RTA, KFin Technologies Limited ('KFin'), Unit: Cipla Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Alternatively, e-signed service requests can also be sent by email to einward.ris@kfintech.com from registered email Id.
12. Members holding shares in demat form should contact their depository participant for updation of their records.
13. **Record Date and Dividend:**
- i. The dividend for the year ended 31st March, 2024 as recommended by the Board, upon approval at the AGM, will be paid to those members whose names will appear in the Company's Register of Members as at the close of business hours on Friday, 2nd August, 2024 i.e. Record Date. In respect of shares held in dematerialised form, the dividend will be payable based on beneficial ownership as per details furnished by NSDL and Central Depository Services (India) Limited ('CDSL').
 - ii. With effect from 1st April, 2024, as per the SEBI Circular dated 10th June, 2024, shareholders holding shares in physical form and who have not completed any of their KYC details, will be eligible to receive dividend, only upon completion of KYC details. Members are therefore advised to update their KYC details on priority, if not done already, following the procedure as mentioned in point 11(iii).
 - iii. Members holding shares in dematerialised form may please note that, in accordance with the direction of the Stock Exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend. For members who have not updated their bank account details, cheque will be sent at their address registered with the Depositories. To avoid delay in receiving dividend, members are advised to update their KYC with their depositories, where shares are held in dematerialised mode.
 - iv. Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') dividends that remain unpaid or unclaimed for a period of seven year or more, are mandatorily required to be transferred to the Investor Education and Protection Fund ('IEPF'). Accordingly, unpaid or unclaimed dividends up to the financial year 2015-16 have been transferred to the IEPF.

Form	Particulars
ISR 1	Request for registering PAN, KYC details or changes/updating thereof
ISR 2	Confirmation of signature of the securities holder by the banker
ISR 3	Declaration form for holders of physical securities in listed companies to opt out of nomination
ISR 4	Request for issue of Duplicate Certificate and other Service Requests
ISR 5	Request for Transmission of Securities by Nominee or Legal Heir
SH -13	Nomination form
SH-14	Cancellation or variation of Nomination

As per the provisions of Section 124(6) of the Act read with the IEPF Rules as amended, all shares in respect of which dividends have remained unclaimed for seven consecutive years or more for the financial year ended 31st March, 2016 were transferred by the Company to the IEPF in November 2023. The Company had sent

individual communications to the concerned shareholders whose shares were liable to be transferred to the IEPF.

Members may note that unclaimed final dividend for the financial year ended 31st March, 2017 will become due for transfer to the IEPF on Thursday, 12th September, 2024. Those members who have not encashed the unclaimed dividend for the said period and also for the subsequent years are requested to contact our Registrar and Share Transfer Agent, KFin at einward.ris@kfintech.com /Shares Department of the Company at cosecretary@cipla.com.

We have uploaded the details of such members on website of the Company, i.e., www.cipla.com, under the 'Investors section'. Please note that no claim will lie against the Company in respect of unclaimed dividend and shares transferred to the IEPF pursuant to the said Rules.

As per the provisions of Section 125 of the Act and the IEPF Rules, members whose unclaimed the dividend, unclaimed redemption amount of preference shares, unclaimed sale proceeds of fractional shares, equity shares have been transferred to IEPF, may claim the refund by making an application to the IEPF Authority in Form IEPF-5 available on www.iepf.gov.in.

TDS on Dividend Amount

14. Pursuant to the Finance Act, 2020, dividends paid or distributed by the Company after 1st April, 2020 shall be taxable in the hands of the shareholders. The Companies are required to deduct tax at source from dividends paid to shareholders. The rate of deduction of tax depends on residential status of the shareholder, the documents submitted by the shareholder and accepted by the Company.

For resident individual shareholders:

The tax shall be deducted under Section 194 of the Income Tax Act, 1961 as follows:

- At 10% if aggregate amount of dividend to be received by the shareholder during the given financial year (FY 2024-25) exceeds ₹ 5,000/- and valid PAN is provided by the shareholder. However, if shareholder provides duly filled form 15G (applicable only to individual) / Form 15H (applicable to an Individual above the age of 60 years) for relevant financial year (FY 2024-25) complete in all respects and all the required eligibility conditions are met then, NIL tax shall be deducted at source.

Further as per Finance Act, 2023, the new taxation regime under section 115BAC of the Act is the default tax regime. Accordingly, we shall consider the forms for exemption only in cases where estimated total income in case of 15G is <= 300,000 and in case of 15H is <= 700,000 as per provisions of section 197A of the Act.

- In case of invalid or non-availability of PAN, tax will be deducted at the rate of 20%.

For resident shareholders other than individual (HUF/LLP/AOP/Companies/Firm/Trust):

- At 10% on the entire amount of dividend to be received by the shareholder without any threshold. However, on submission of any lower withholding tax certificate or any exemption status under any provision of the Income Tax Act obtained by shareholder for FY 2024-25, the withholding tax shall be at the rate mentioned in the certificate issued by the authority and the same submitted to the Company.
- In case of invalid or non-availability of PAN, the withholding tax shall be at 20%.
- Resident shareholders who are eligible to provide declarations in Form 15G or 15H as may be applicable to them, may fill up the relevant declaration and submit at the link provided: <https://easydividend.nexdigm.com/Shareholders>

The User Manual for filling and submission of declarations on the above link is available on the website of the Company at <https://www.cipla.com/sites/default/files/Taxation of Dividend Distribution in India.pdf>.

For other category shareholders, viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, Government (Central/State Government) etc:

In order to provide exemption from withholding the taxes on dividend payable, the shareholder has to provide self-declaration along with their registration with concerned authority about their category, such as:-

- Declaration and registration certificate by shareholder qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938.
- Declaration and registration certificate by Mutual Fund shareholder eligible for exemption u/s 10(23D) of the Income Tax Act, 1961.
- Declaration and registration certificate by Category I/II Alternate Investment Fund ('AIF') registered with SEBI.

- Self attested copy of valid approval granted by Commissioner as per relevant Income Tax Rules of Fourth Schedule of Income Tax Act to Recognized Provident Fund / Approved Gratuity Fund/ Approved Superannuation Fund.
- The aforesaid declarations is to be submitted through the link : <https://easydividend.nexdigm.com/Shareholders>

For non-resident shareholders including Foreign Portfolio Investor (FPI)/(FII) Category:

At 20% on the entire amount of dividend to be received by the shareholder without any threshold. However, as per Section 90(2) of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail a lower rate of deduction of tax at source under an applicable tax treaty read with multilateral instruments, if applicable, such non-resident shareholders must provide the following:

- Self-attested copy of the PAN allotted by the Indian Income Tax authorities if any.
- Self-attested copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the shareholder is resident for FY 2024-25.
- Self-attested copy of acknowledgement and copy of Form 10F filed online for FY 2024-25 in <https://www.incometax.gov.in/iec/foportal/>.
- Self-declaration, certifying the following points that no PE declaration should cover points given below:
 - i. Non-Resident is and will continue to remain a tax resident of the country of residence during FY 2024-25.
 - ii. Non-Resident is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
 - iii. Non-Resident has no reason to believe that the claim for the benefits of the DTAA is impaired in any manner.
 - iv. Non-Resident is the ultimate beneficial owner of the shareholding in the Company and Dividend receivable from the Company.
 - v. Non-Resident does not have a taxable presence or a permanent establishment in India during FY 2024-25.
- vi. The aforesaid declarations is to be submitted through the link : <https://easydividend.nexdigm.com/Shareholders/>

For non-filers of Return of Income:

- At 20% on the entire amount of dividend to be received by the shareholder. If the shareholder has not filed the return of income for FY 2021 -22; and Tax Deducted at Source and Tax Collected at Source in the year in case of the shareholder is ₹ 50,000/- or more.
- The non-resident shareholders who does not have a permanent establishment is excluded from the scope of a specified person.
- For the purpose of compliance under Section 206AB, the Company will verify the status (i.e., whether Specified Person or not) from the Government enabled online utility for this purpose and deduct TDS accordingly.

Benefit under Rule 37BA

If dividend income on which tax has been deducted at source is assessable in the hands of a person other than the shareholder, then declaration needs to be provided by shareholder for the same as per Rule 37BA of the Income Tax Rules, 1962. The aforesaid declaration is to be e-mailed to dividend.cipla@nexdigm.com.

General Instructions:

- All the documents submitted by the shareholder will be verified by the Company / its Authorised Representative and the Company will consider the same while deducting appropriate taxes, if they are in accordance with the provisions of the Income Tax Act, 1961.
- For resident shareholders, the rate of TDS would not be increased by surcharge and cess. For non-resident shareholders, the rate of TDS would be increased by applicable surcharge and cess.
- The Company is not obligated to apply the beneficial DTAA rates at the time of withholding tax on the dividend amount. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholder.
- The Company will arrange to email a soft copy of the TDS certificate at the registered email id of the shareholders within statutory timelines mentioned in the Income Tax Rules. The shareholders will also be able to see the credit of TDS in their Form

26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

- If for any reason the tax on dividend is deducted at a higher rate for the shareholder, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible.
 - In the event of any income-tax demand (including interest, penalty etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholders, such shareholders will be responsible to pay and indemnify such income-tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income-tax/appellate authority.
 - The above withholding tax is in summarised form of law and not detailed analysis nor any tax advice. For detailed tax advice related to their tax matters, shareholders are advised to seek professional guidance.
15. We are pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the website at <https://evoting.nsd.com> by following the instructions mentioned in the notice below or on the website of the Company, i.e., www.cipla.com, under the 'Investors section'.
16. The Chairman or the authorized person shall declare the e-voting results, along with the consolidated scrutiniser's report within the timeframe prescribed under the Act and the Listing Regulations. 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.
17. The results declared along with the scrutiniser's report will be placed on the website of the Company, i.e., www.cipla.com, under the 'Investors section' and on the NSDL website i.e. <https://evoting.nsd.com>. The results shall also be communicated to the stock exchanges.
18. The members are hereby informed that for addressing the unresolved disputes pertaining to or emanating from investor services between listed the Company and/ or RTAs and its shareholders, SEBI vide circular dated 30th May, 2022 introduced Standard Operating Procedure to be followed under the Stock Exchange arbitration process. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES Portal.

The circular is available on the website of the Company, i.e., www.cipla.com, under the 'Investors section'.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under "Join meeting" menu against the Company name. You are requested to click on this link. The link for VC will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User id and Password for e-Voting or have forgotten the User id and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. For convenience and proper conduct of the AGM, members will be allowed to login and join 15 minutes before and anytime thereafter till conclusion of AGM. The login facility will remain open throughout the proceedings.

Members who need technical assistance before or during the AGM can:

- Send a request at evoting@nsdl.com or use Toll Free no. 022 - 4886 7000; or
 - Contact Mr Amit Vishal or Ms Pallavi Mhatre, NSDL at the designated email id: evoting@nsdl.com.
3. Please note that members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connections to avoid any kind of glitches.
 4. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending a request from their registered email id mentioning their name, DP id and Client id/ folio number, PAN and mobile number at cipla.agm@cipla.com by Monday, 19th August, 2024 up to 5.00 pm. The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of and SEBI Listing Regulations and the aforementioned Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
2. The Board of Directors of the Company has appointed Mr B Narasimhan, Practicing Company Secretary and failing him, Mr Avinash Bagul, Practicing Company Secretary as the Scrutiniser to scrutinise the remote e-voting process and e-voting in a fair and transparent manner.
3. The members, whose names appear in the Register of Members/ Beneficial Owners as on Tuesday, 13th August, 2024, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.
4. The remote e-voting period begins on Friday, 16th August, 2024 at 9.00 am and ends on Monday, 19th August, 2024 at 5.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date for e-voting i.e., Tuesday, 13th August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
5. In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps as mentioned below:





Step 1: Access the NSDL e-Voting system

A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by the listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.

Login methods for individual shareholders holding securities in demat mode are given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>a) Existing IDeAS users can visit the e-Services website of NSDL https://eservices.nsdl.com on a personal computer or a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User id and Password. After successful authentication, you will be able to see e-voting services under Value Added Services.</p> <p>Click on 'Access to e-Voting' under e-voting services and you will be able to see the e-Voting page. Click on the Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or for joining the virtual meeting and voting during the meeting.</p> <p>b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

Type of shareholders	Login method
	<p>c) Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ on a personal computer or a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User id (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-voting page. Click on the Company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting.</p> <p>d) Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The Users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>b) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>c) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login method
Individual shareholders (holding securities in demat mode) can login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option. You will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see the e-Voting feature. Click on the Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or for joining the virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve their User id/ Password are advised to use Forget User id and Forget Password options available at above-mentioned websites.

Helpdesk details for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL are as follows:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free nos. 022 - 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800 22 55 33

B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How do I login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> on a personal computer or a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You have to enter your User id, Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services, click on e-Voting and you can proceed to Step 2 for casting your vote electronically.

4. Your User id details are given below:

Manner of holding shares – Demat (NSDL or CDSL) or Physical	Your User id is:
a) For members who hold shares in demat account with NSDL	8 character DP id followed by 8 Digit Client id For example, if your DP id is IN300*** and Client id is 12***** then your user id is IN300***12*****
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary id For example, if your Beneficiary id is 12***** then your user id is 12*****
c) For members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is CIP000***and EVEN is 129499 then user id is 129499CIP000***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you enter the 'initial password', the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User id' and your 'initial password'.
 - (ii) If your email id is not registered, please follow steps mentioned as the process for those shareholders whose email ids are not registered.
 6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**' (if you are holding shares in your demat account with NSDL or CDSL). This option is available on www.evoting.nsdl.com.
 - b) Click on '**Physical User Reset Password?**' (if you are holding shares in physical mode). This option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting votes on the e-Voting system of NSDL.
 7. After entering your password, tick on 'Agree to Terms and Conditions' by selecting the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, the home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**
- How do I cast my vote electronically and join General Meeting on NSDL e-Voting system?**
- a) After successful login at Step 1, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - b) Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-Voting period. Cast your vote during the General Meeting. For joining the virtual meeting, you need to click on VC link placed under 'Join Meeting'.
 - c) Now you are ready for e-voting as the Voting page opens.
 - d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
 - e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ciplascrutinizer@gmail.com with a copy marked to evoting@nsdl.com.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended to not share your password with any other person and to take the utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000; or send a request to Mr Amit Vishal or Ms Pallavi Mhatre, NSDL at the designated email id: evoting@nsdl.com.
 - If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.
 - Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, 13th August, 2024, may obtain the login id and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 13th August, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode, please provide a signed request letter mentioning folio number, name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhaar/ utility bill (not older than 3 months) by email to einward.ris@kfintech.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and Aadhar/ Utility bill (not older than 3 months) to einward.ris@kfintech.com.
- Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Instructions for members for e-voting on the day of the AGM:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/ shareholders who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to vote through e-voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM/ AGM. However, they will not be eligible to vote at the EGM/AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM will be the same person mentioned for remote e-voting.

STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS(ES) TO BE TRANSACTED AT THE 88th ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED 10th MAY, 2024: [Pursuant to Section 102 of the Companies Act, 2013]

Item Nos. 1 and 2: Ordinary Resolution

In terms of the provisions of Section 129 of the Act, the Company submits its standalone and consolidated financial statements for the financial year under review for adoption by members at the Annual General Meeting.

The Board of Directors (hereinafter referred to as the Board), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended 31st March, 2024. Detailed elucidation of the financial statements has been provided in various sections of the Annual Report, including the Board's Report and the Management Discussion & Analysis Report section of the Integrated Annual Report.

The standalone and consolidated financial statements of the Company along with the reports of the Board of Directors and Auditor thereon have been:

- sent to the members at their registered email address; and
- uploaded on the website of the Company, i.e., www.cipla.com, under the 'Investors section'.

The statutory auditor has issued unmodified reports on the financial statements and has confirmed that both standalone and consolidated financial statements represent a true and fair view of the state of affairs of the Company.

The Board has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of 31st March, 2024 and of the profit of the Company for the financial year ended 31st March, 2024.

In case members have any query or question on the financial statements, they are requested to send their queries/questions to the Company Secretary at the email id cipla.agm@cipla.com by Monday, 19th August, 2024 to enable the management to objectively respond to these queries at the AGM.

The Board recommends the resolutions as set out in item nos. 1 and 2 for approval of the members as ordinary resolutions.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in these resolutions except as a member to the extent of their shareholding in the Company.

Item No. 3: Ordinary Resolution

In terms of the provisions of Section 123 of the Act, the members approve and declare the dividend recommended by the Board.

Pursuant to the Dividend Distribution Policy of the Company, the Board has recommended a final dividend of ₹ 13/- per equity share for the financial year ended 31st March 2024. In case the shares are held in physical form, the dividend recommended by the Board, if approved, will be paid to those members whose name will appear in the Register of Members as at the close of business hours on Friday, 2nd August, 2024 i.e. Record date and in respect of shares held in dematerialised form, the dividend will be paid to those members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company will endeavor to pay the dividend within 7 working days from the date of the declaration but not later than 30 days from the date of the ensuing AGM.

The Board recommends the resolution as set out in item no. 3 for approval of the members as an ordinary resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution except as a member to the extent of their shareholding in the Company.

Item No. 4: Ordinary Resolution

In terms of the provisions of Section 152 of the Act at least two-thirds of the total number of directors (excluding independent directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mr S Radhakrishnan, Non-Executive Director of the Company, is due to retire by rotation at this meeting. While eligible for re-appointment, Mr S Radhakrishnan has conveyed his desire not to seek reappointment.

Mr S Radhakrishnan has been associated with the Company for over 37 years and played a pivotal role in the overall journey and growth of the Company. Mr S Radhakrishnan retired from the position of Whole-Time Director in November 2017 and continued as Non-Executive Director since then.

The Board placed on record its sincere appreciation for Mr S Radhakrishnan's astute leadership, constructive input and thoughtful guidance, in various roles throughout his journey at the Company.

Since after the retirement of Mr S Radhakrishnan, the composition of the Board of Directors will be adequate and continue to meet the compliance requirements. Consequently, the Board has expressly resolved not to fill up this vacancy.

The Board recommends the resolution as set out in item no. 4 for approval of the members as an ordinary resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution except as a member to the extent of their shareholding in the Company.

Item No. 5: Ordinary Resolution

Dr Y K Hamied is Non-Executive Chairman of the Company and represents the second generation of Company's founding family. He joined Cipla at the age of 24 years and was appointed as Managing Director in 1976. He became Non Executive Non-Independent Chairman in 1989. He retired as the Managing Director w.e.f. 31st March 2013 and is continuing as the Non-executive since 1st April, 2013. He is a world-renowned scientist and holds PhD in organic chemistry from University of Cambridge.

Pursuant to the special resolution passed by the shareholders in their 82nd Annual General Meeting held on 30th August, 2018 and as per Article 114 of the Articles of Association of the Company, Dr Y K Hamied was appointed as the permanent director (i.e. a director not liable to retire by rotation pursuant to the provisions of Section 152 (6) of the Companies Act, 2013) on the Board of the Company.

In compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the shareholders vide special resolution passed in the 82nd Annual General Meeting on 30th August, 2018 approved the continuation of Dr Hamied (aged 87 years) on the Board of the Company beyond 75 years of age.

As per Regulation 17(1D) of the SEBI Listing Regulations, which came into effect on 15th July 2023, the continuation of a director (other than Whole Time Director, Managing Director, Manager, Independent Directors and Director liable to retire by rotation) serving on the board of a listed entity is subject to approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment. In case a director is serving on the board of a listed entity as on 31st March, 2024, without the approval of the shareholders for the last five years or more, the continuation of such director shall be subject to the approval of shareholders in the first general meeting to be held after 31st March, 2024.

In compliance with the requirement of the above referred Regulation 17 (1D) of the SEBI Listing Regulations and in

view of the valuable contribution, experience and expertise of Dr Hamied, the Board recommends the continuation of Dr Hamied on the Board of the Company as Non-Executive Non-Independent Director, not liable to retire by rotation as set out in item no. 5 for approval of the members as an ordinary resolution.

Dr Y K Hamied is entitled to sitting fees and commission as per the Policy on Payment of Remuneration to the Non-Executive Directors including Independent Directors. The Policy has been disclosed in the Report on Corporate Governance in the Annual Report.

Detailed profile of Dr Y K Hamied is available on the website of the Company, i.e., www.cipla.com under the 'Investors section'. Details as required under Regulation 36(3) of the SEBI Listing Regulations, the Secretarial Standard - 2 and other provisions of the applicable laws are provided in Annexure 1 to the explanatory statement.

Except Dr Y K Hamied, Mr M K Hamied and their relatives, none of the other directors and key managerial personnel of the Company and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution except as a member to the extent of their shareholding in the Company.

Item No. 6: Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has appointed M/s Joshi Apte & Associates - Cost Accountants (Firm Registration No. 000240) as the Cost Auditor to audit of the Company's cost records for the financial year ending on 31st March, 2025 at a remuneration of ₹ 12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by the members of the Company.

The Board recommends the resolution as set out in item no. 6 for ratification of the members as an ordinary resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution except as a member to the extent of their shareholding in the Company.

By order of the Board of Directors
For **Cipla Limited**

Date: 10th May, 2024
Place: Mumbai

Rajendra Chopra
Company Secretary

ANNEXURE 1

PROFILE OF DIRECTOR

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Full Name	Dr Y K Hamied
Director Identification Number (DIN)	00029049
Age	87 years
Original Date of Appointment	21 st July, 1972
Qualification	PhD in Organic Chemistry from the University of Cambridge
Experience and Expertise	Pharmaceutics, Business Development, Strategy, Corporate Governance
Remuneration last drawn (including sitting fees)	Mentioned in the Report on Corporate Governance
Remuneration to be paid	
Terms and conditions of appointment or reappointment	As per the resolution set out in item no. 5 of this Notice read with the explanatory statement thereto
Number of board meetings attended during FY 2023-24	As mentioned in the Report on Corporate Governance
Shareholding including shareholding as beneficial owner (Equity Shares)	15,05,21,183 (18.64%)
Relationship with other directors and Key Managerial Personnel	Brother of Mr M K Hamied, Non-Executive Vice-Chairman and Uncle of Ms Samina Hamied, Non-Executive Director
Member/ Chairperson of committees of the Company	Nil
Directorships held in other companies	Famid Sports Private Limited
Membership of committees held in other Indian companies	Nil
Chairpersonship of committees held in other Indian companies	Nil
Listed entities from which the person has resigned in the past three years	Nil