16th August, 2019

(1) BSE Ltd
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 500087

(2) National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th floor,
Plot no. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mzumbai - 400 051

Scrip Code: CIPLA EQ

(3) SOCIETE DE LA BOURSE DE
LUXEMBERG
Societe Anonyme
35A Boulevard Joseph II,
L-1840 Luxembourg

Sub: Summary of proceedings of 83rd Annual General Meeting

Dear Sir/ Madam,

The summary of proceedings of Annual General Meeting (the "AGM") pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

The 83rd AGM of the Members of Cipla Limited (the "Company") was held on Friday, 16th August, 2019 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020. The said AGM commenced at 3.00 p.m. and concluded at 5.45 p.m.

Directors Present:

1) Dr. Y. K. Hamied – Chairman
2) Mr. M. K. Hamied – Vice-Chairman and Chairman - Corporate Social Responsibility Committee
3) Ms. Samina Vaziralli – Executive Vice-Chairperson and Chairperson – Investment and Risk Management Committee
4) Mr. Umang Vohra – Managing Director and Global Chief Executive Officer
5) Mr. S. Radhakrishnan – Non-Executive Director
6) Mr. Ashok Sinha – Independent Director and Chairman – Audit Committee
7) Ms. Naina Lal Kidwai – Independent Director and Chairperson – Stakeholder Relationship Committee
8) Dr. Peter Mugyenyi – Independent Director
9) Ms. Punita Lal – Independent Director and Chairperson – Nomination and Remuneration Committee

Mr. Adil Zainulbhai – Lead Independent Director of the Company was not able to attend the AGM due to prior commitments.

In Attendance:

1) Mr. Kedar Upadhye – Global Chief Financial Officer
2) Mr. Rajendra Chopra – Company Secretary
3) Mr. Ashish Gupta – Representative of Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditor

4) Mr. B. Narasimhan – Practising Company Secretary, representative of BNP & Associates, Secretarial Auditor and the scrutinizer for the purpose of remote e-voting and voting at the AGM
5) Mr. D.H. Zaveri – Cost Auditor

Members present in person or through proxy:

1) Promoter and Promoter Group – 11
2) Public – 263

Pursuant to Article 77 of Article of Association of the Company, Dr. Y. K. Hamied, being the Chairman of the Board took the Chair and welcomed the members. Requisite quorum being present, the Chairman called the meeting to order. He introduced the Directors, the Managing Director and Chief Executive Officer, Global Chief Financial Officer, Company Secretary on the dais and the Statutory Auditor, Secretarial Auditor and Cost auditor present at the AGM.

Mr. Umang Vohra informed that Dr. Y. K. Hamied has been elected as Honorary Fellow of the Royal Society, U.K., and was honoured with the Lifetime Achievement award from the Indore Management Association and Economic Times. He thanked Dr. Hamied for his close to six decades association with Cipla. The Members applauded the recognitions.

The Chairman then requested Mr. Rajendra Chopra, Company Secretary to make the statutory announcements. The Company Secretary *inter-alia* informed the members that,

a) the proceedings of the AGM were being web-casted live for all shareholders as per details provided in the notice of the AGM.

b) the remote e-voting facility commenced at 9.00 a.m. (IST) on Tuesday, 13th August, 2019, and ended at 5.00 p.m. (IST) on Thursday, 15th August, 2019.

c) electronic voting facility (InstaPoll) at the venue of the AGM was made available for members who had not exercised their vote through remote e-voting facility.

The Company Secretary thereafter requested the Chairman to conduct the proceedings of the meeting. The Chairman briefed the members, inter-alia, on the Company's operations and performance.

Thereafter, all resolutions as mentioned in the Notice of the AGM dated 17th July, 2019 were taken up as per customary practice. The members proposed and seconded the resolutions.

The summary of the resolutions put up for members' approval were as under:

S. No.	Agenda Item	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt the standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon	Ordinary

2	To receive, consider and adopt the consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon	Ordinary
3	To declare dividend on equity shares	Ordinary
4	To re-appoint Mr. Umang Vohra as director liable to retire by rotation	Ordinary
Special Business		
5	To re-appoint Mr. Ashok Sinha as an Independent Director	Special
6	To re-appoint Dr. Peter Mugyenyi as an Independent Director	Special
7	To re-appoint Mr. Adil Zainulbhai as an Independent Director	Special
8	To re-appoint Ms. Punita Lal as an Independent Director	Special
9	To authorise issuance of equity shares/other securities convertible into equity shares up to INR 3000 crore	Special
10	To ratify remuneration of the cost auditor for the financial year 2019-20	Ordinary

The Chairman then invited queries from the members. The queries raised by members were suitably replied by Mr. Umang Vohra, Managing Director and Global Chief Executive Officer.

The Chairman informed the members that the combined voting results shall be:

a. disseminated to the stock exchanges,
b. placed on the notice board at the registered office of the Company and;
c. on the website of the Company and Karvy Fintech Private Limited.

The Chairman thanked the members for attending the 83rd AGM of the Company and declared the meeting as concluded.

The scrutinizers' report was received on 16th August, 2019 and accordingly all the resolutions as set out in the notice of the AGM dated 17th July, 2019, were declared as approved with requisite majority.

The Notice containing brief profile of Directors' appointed / re-appointed is enclosed herewith.

Thank you,

Yours faithfully,
For Cipla Limited

Rajendra Chopra
Company Secretary

Encl: as above

Prepared by Raviraj Soni

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 83rd Annual General Meeting of Cipla Limited will be held on Friday, 16th August, 2019 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 to transact the following businesses:

Ordinary Business(es):

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

1. **To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon:**

   "Resolved that the audited standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditor thereon:**

   "Resolved that the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of Auditor thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

3. **To declare dividend on equity shares:**

   "Resolved that on the recommendation of the Board of Directors, a final dividend of ₹ 3/- (Rupees Three only) per equity share of the Company, be and is hereby declared for the financial year ended 31st March, 2019."

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

   "Resolved that Mr. Umang Vohra (DIN: 02296740), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation."

Special Business(es):

To consider and if thought fit to pass resolution no. 5 to 9 as special resolutions and resolution no. 10 as ordinary resolution:

5. **To re-appoint Mr. Ashok Sinha as an Independent Director of the Company:**

   "Resolved that pursuant to the provisions of the applicable laws, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Mr. Ashok Sinha (DIN: 00070477), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 upto 2nd September, 2024."

6. **To re-appoint Dr. Peter Mugyenyi as an Independent Director of the Company:**

   "Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Dr. Peter Mugyenyi (DIN: 06799942), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 upto 2nd September, 2024."

7. To re-appoint Mr. Adil Zainulbhai as an Independent Director of the Company:

"Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Mr. Adil Zainulbhai (DIN: 06646490), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 upto 2nd September, 2024."

8. To re-appoint Ms. Punita Lal as an Independent Director of the Company:

"Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Ms. Punita Lal (DIN: 03412604), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 13th November, 2019 upto 12th November, 2024."

9. To authorise issuance of equity shares / other securities convertible into equity shares up to ₹ 3000 crore:

"Resolved that pursuant to the provisions of sections 23, 41, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, as amended (the Act) and the rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, 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), 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 VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (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 portfolio 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 ₹ 3000 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 in 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 in its absolute discretion may deem fit and appropriate.

Resolved further that in the event that Equity Shares are issued to qualified institutional buyers under Chapter VI 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 the Equity Shares shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of 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 VI 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 such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI 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 Chapter VI 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 reclassification 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 body, authority or regulatory institution, the Board be and is hereby authorised to finalise the structure of the proposed Securities and all the terms and conditions in respect thereof and further, the Board, in its absolute discretion, be and is hereby authorised to dispose of such Securities that are not subscribed in such manner as it may deem fit.

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 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 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."

10. To ratify remuneration of the cost auditors for the financial year 2019-20:

"Resolved that pursuant to section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, 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, 2020, be paid a remuneration of ₹ 11,00,000/- (Rupees Eleven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds 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 the Directors

Date: 17th July, 2019
Place: Mumbai

Rajendra Chopra
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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.

   A proxy form is enclosed with this notice. Proxies, in order to be effective, should be deposited at the registered office of the Company not later than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the meeting in accordance with the terms of section 113 of the Companies Act, 2013 are requested to submit a certified copy of the Board Resolution authorising such a representative to attend and vote on their behalf at the meeting.

3. Members/proxies/authorised representatives are requested to bring duly filled Attendance Slip, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN card/passport/ aadhaar card/driving license etc.

4. The proxies will be open for inspection by the members from 24 hours prior to the time fixed for the commencement of the meeting until the conclusion of the meeting. The members may inspect the register by giving three days' advance notice of their intention to inspect the proxies.

5. 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-id. 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, from 11.00 a.m. to 1.00 p.m., at the Registered Office of the Company on all working days (Monday to Friday). Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under section 189 of the Act, the Certificate from the Statutory Auditor of the Company under regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other relevant documents referred to in the Notice and the accompanying statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to and including the date of the AGM and will also be available for inspection at the venue of the AGM.

7. The statement pursuant to section 102 of the Companies Act, 2013 (the Act) is annexed hereunder and forms part of the Notice. As required under Secretarial Standard – 2 and Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the relevant information of directors seeking appointment / reappointment is enclosed as Annexure 1.

8. Members holding shares in physical form are requested to forward all shares related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company at the following address:

   Karvy Fintech Private Limited
   (Unit: Cipla Limited)
   Karvy Selenium Tower B, Plot No.: 31 & 32,
   Gachibowli, Financial District, Nanakramguda,
   Serilingampally, Hyderabad, Telangana – 500032
   Tel: (040) 6716 2222 / 6716 1511; Fax: (040) 2300 1153
   E-mail: einward.ris@karvy.com

9. 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.

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.

10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or the Company's Share Transfer Agent for assistance in this regard.

11. Members can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in physical form can avail 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. Members who hold shares in the single name are advised, in their own interest, to avail of the nomination facility.

12. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 2nd August, 2019 to Friday, 16th August, 2019, both days inclusive.

13. The dividend for the year ended 31st March, 2019 as recommended by the Board, if approved at the AGM, will be paid to those members whose name will appear in the Company's Register of Members as on close of Thursday, 1st August, 2019. 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.

14. Members holding shares in dematerialised form may please note that, in accordance with the direction of Stock Exchanges, the bank details as furnished by the respective Depositories will be used for the purpose of distribution of dividend. 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 bank details.

15. 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 are mandatorily required to be transferred to Investor Education and Protection Fund (IEPF). Accordingly, unclaimed dividends from the financial year ended 31st March, 1996 till 31st March, 2011 have been transferred to IEPF.

    Members may note that unclaimed final dividend for the financial year ended 31st March, 2012 shall become due for transfer to IEPF on 17th September, 2019. Those members, who have not encashed the said dividends are requested to claim it from the Share Transfer Agents immediately. Such 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.

    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 had remained unclaimed for seven consecutive years or more were transferred by the Company to IEPF in October 2018. The Company had 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.

Members may note that shares in respect of which dividend has remained unclaimed for the last consecutive seven years or more shall become due for transfer to IEPF on 17th September, 2019.

As per the provisions of section 125 of the Act and the IEPF Rules, members whose unclaimed 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 No. IEPF-5 available on the website www.iepf.gov.in.

16. Members having any question on financial statements or on any agenda item proposed in this Notice are requested to send their queries along with their Folio No. or DPID/Client ID, at least 10 (ten) days prior to the date of the AGM vide email on cosecretary@cipla.com or send the queries at the Company's registered office address to enable the Company to collect the relevant information and redress the queries.

17. Your Company is 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.karvy.com using their secure login credentials or on the website of the Company www.cipla.com under the Investor Information section. Members are encouraged to use this facility of webcast where they cannot attend personally.

18. Route-map to the venue of the Meeting is provided at the end of the Notice.

19. 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 SEBI Listing Regulations, the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).

    ii. The facility for voting through electronic voting system shall be made available at the venue of the AGM (InstaPoll) and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through InstaPoll.

    iii. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

    iv. The Board of Directors of the Company has appointed Karvy Fintech Private Limited as the Agency to provide e-voting facility.

    v. 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 Scrutinizer to scrutinize 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, 09th August, 2019.

    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, 09th August, 2019 only shall be entitled to avail the facility of remote e-voting / InstaPoll.

    viii. In case of joint holders, such joint holder whose name stands first or higher in the Register of Members alone will be entitled to vote. However, other joint holders will be entitled to attend the AGM.

    ix. Any person who becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. Friday, 09th August, 2019, 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.

x. 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, 13th August, 2019

End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 15th August, 2019

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

xi. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

xii. 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 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 one 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 abovementioned 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. MRV Subrahmanyam. Contact details of Mr. MRV Subrahmanyam are as follows:

   Mr. MRV Subrahmanyam
   General Manager
   Karvy Fintech Private Limited (Unit: Cipla Limited),
   Karvy Selenium Tower B, Plot No.: 31 & 32, Gachibowli,
   Financial District,
   Nanakramguda, Serilingampally,
   Hyderabad, Telangana - 500 032
   Telephone Number: (040) 6716 2222
   Email: subrahmanyam.mrv@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 scrutinizer'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 i.e. https://evoting.karvy.com. The results shall also be communicated to the Stock Exchanges.

STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING THE BUSINESS(ES) TO BE DEALT AT THE ENSUING ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED 17TH JULY, 2019: [Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1 and 2: Ordinary Resolution

In terms of section 129 of the Companies Act, 2013, the Company submits its standalone and consolidated financial statements for the financial year under review for adoption by shareholders at the annual general meeting.

The Board of Directors (the Board), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the year ended 31st March, 2019. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board's Report and Management Discussion and Analysis Report, and under the Financial Capital section of the Integrated Report.

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

- have been sent to the members on their registered email address and via courier / post, in case the members haven't registered their email id or if they have requested for a printed copy of the same;
- have been uploaded on the website of the Company, i.e. www.cipla.com under Investor Information section;
- will be laid before the ensuing Annual General Meeting (AGM) for adoption by the members; and
- will be available for inspection by members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date of dispatch of this Notice up to the date of the AGM of the Company.

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

In case members have any query or question on the financial statements, they are requested to send the queries / questions to the Company Secretary at least 10 days in advance to enable the management to respond to these queries objectively at the AGM.

The Board recommends the resolutions at Item Nos. 1 and 2 for approval of the members of the Company.

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

Item No. 3: Ordinary Resolution

In terms of provisions of the Companies Act, 2013, the Company can declare final dividend with shareholders' approval.

Pursuant to the Dividend Distribution Policy of the Company, the Board has recommended a final dividend of ₹ 3/- per equity share for the financial year ended 31st March, 2019 against ₹ 3/- per equity share declared for the financial year ended 31st March, 2018.

In case of shares 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 on close of Thursday, 1st August, 2019. For shares held in dematerialised form, the dividend shall be paid to those members whose names appear as beneficial owners pursuant to the details received from the depositories as on close of Thursday, 1st August, 2019.

The Company will endeavour to pay the dividend within 7 working days from the date of declaration but not later than 30 days from the date of the ensuing annual general meeting, i.e. 15th September, 2019.

The Board recommends the resolution at Item No. 3 for approval of the members of the Company.

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

Item No. 4: Ordinary Resolution

In terms of section 152 of the Companies Act, 2013, at least two-thirds of the directors (other than independent directors), shall be liable to retire by rotation, out of which at least one-third directors shall retire at every AGM. In compliance with this requirement, Mr. Umang Vohra, Managing Director and Global Chief Executive Officer ("MD & GCEO") of the Company retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment.

Mr. Umang Vohra was appointed as the MD & GCEO of the Company by the Board with effect from 1st September, 2016. His detailed profile is available on the website of the Company i.e. www.cipla.com under the Corporate Information section and has also been disclosed in the Report on Corporate Governance forming part of the Annual Report. Detailed terms of his appointment as Managing Director including shareholders' resolution is available on the website of the Company under the Investor Information section. The statutory details of Mr. Umang Vohra are enclosed in Annexure 1.

As Managing Director of Cipla, Mr. Umang Vohra is responsible for business performance, driving growth and implementation of strategic decisions taken at the Board level.

The Company has received consent from Mr. Umang Vohra for re-appointment as director in terms of section 152(5) of the Act vide letter dated 13th May, 2019.

The Board recommends resolution at Item No. 4 relating to re-appointment of Mr. Umang Vohra as director liable to retire by rotation, for approval of the members as ordinary resolution.

Except Mr. Umang Vohra, none of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item Nos. 5 to 8: Special Resolution:

In compliance with the provisions of sections 149, 152 & Schedule IV of the Companies Act, 2013 (the Act) and rules made thereunder as amended, the Company had appointed Mr. Ashok Sinha (DIN: 00070477), Dr. Peter Mugyenyi (DIN: 06799942) and Mr. Adil Zainulbhai (DIN: 06646490) as independent directors, for a term of five consecutive years, at the 78th Annual General Meeting of the Company held on 3rd September, 2014. They will be completing their first term of appointment as independent directors on 2nd September, 2019 and are eligible for reappointment for another term.

The Company had also appointed Ms. Punita Lal (DIN: 03412604) as an independent director w.e.f. 13th November, 2014 for a term of five consecutive years. The appointment was approved vide postal ballot by the members of the Company. She will be completing her first term of appointment as independent director on 12th November, 2019 and is eligible for reappointment for another term.

In view of the valuable contribution by above directors and based on the positive outcome of the performance evaluation report and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the reappointment of the abovementioned directors as independent directors for a second term of five years as proposed in the respective resolution. The independent directors will not be liable to retire by rotation in terms of the provisions under section 152(6) of the Act.

The Company has received declarations from the directors affirming that they meet the criteria of independence under section 149(6) of the Act and under Regulation 16(1) of the SEBI Listing Regulations and are not disqualified from being appointed as independent director in terms of section 164 of the Act.

Copy of the draft letters of re-appointment setting out terms and conditions are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days.

The profile of abovementioned directors has been provided in detail in the Corporate Governance section of the Annual Report. Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 and other applicable provisions are provided in Annexure 1 to the explanatory statement.

The Board recommends resolution nos. 5 to 8 for approval of members by way of Special Resolution. In the opinion of the Board, the abovementioned directors fulfil the criteria of independence as specified in the Act and rules made thereunder and the SEBI Listing Regulations.

Except the directors being reappointed and their relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Item No. 9: Special Resolution

The Company may require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company and its subsidiaries, for the expansion of existing business, for entering new lines of business, introducing new products, conducting clinical trials for respiratory products, enhancing 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.

Therefore, the Company seeks an enabling approval of the members to access the capital market, through a public issue or on a private placement basis to create, offer, issue and allot equity shares or other securities convertible into equity shares of the Company or any combination thereof in one or more tranches up to an aggregate amount of ₹ 3000 crore.

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

The detailed terms and conditions for the offer of above securities will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors and will be in accordance with the terms approved by the shareholders in the proposed resolution.

In case of a qualified institutional placement (QIP), the price at which the Securities shall be allotted to qualified institutional buyers will not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (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 QIP, subject to the SEBI ICDR Regulations.

In case of issuance of equity shares by way of QIP or issuance of ADRs or GDRs or FCCBs, the relevant date for the purpose of pricing the securities shall be the date of the meeting at which the Board decides to open the issue of such securities.

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

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.

The Company may also raise funds through issuance of debt Securities. As per the provisions of the Companies Act, 2013, the Companies are not required to seek shareholders' approval for issuance of debt Securities in case the issue is within the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.

None of the promoters and the key managerial personnel of the Company will subscribe to the offer, if made under Chapter VI 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 special resolution.

None of the directors or key managerial personnel and 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: Ordinary Resolution

The Board on the recommendation of the Audit Committee, approved the appointment of Mr. D. H. Zaveri as the Cost Auditor to audit the Company's cost records for the financial year ending 31st March, 2020 at a remuneration of ₹ 11,00,000/- (Rupees Eleven Lakhs only) plus applicable taxes as well as the reimbursement of reasonable out-of-pocket expenses on actual basis.

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 is required to be ratified by the shareholders of the Company.

In compliance with the above requirements, approval of the members is sought for passing an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board recommends the resolution for approval of members by way of an Ordinary Resolution.

None of the directors or key managerial personnel and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

By Order of the Board of the Directors

Date: 17th July, 2019
Place: Mumbai

Rajendra Chopra
Company Secretary

ANNEXURE 1

PROFILE OF DIRECTORS

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	**Umang Vohra**	**Ashok Sinha**	**Peter Mugyenyi**	**Adil Zainulbhai**	**Punita Lal**
Director Identification Number (DIN)	02296740	00070477	06799942	06646490	03412604
Age	47 years	67 years	70 years	65 years	56 years
Original Date of Appointment	01/09/2016	16/07/2013	12/02/2014	23/07/2014	13/11/2014
Qualification	PGDM (T.A Pai Management Institute, Manipal); Bachelor of Engineering (University of Bangalore)	PGDM (IIM Bangalore) Electrical Engineering (IIT Kanpur)	Bachelor of Medicine and Surgery; Fellow of the Royal College of Physicians of Ireland and Edinburgh; Doctor of Science	PGDM (Harvard Business School); Mechanical Engineering (IIT Mumbai)	B.A. (Hons.) Economics graduate from St. Stephen's College, Delhi; PGDM (IIM Kolkata)
Experience and Expertise	Pharmaceutical, Science & Technology, Finance & Accounts, Manufacturing, Quality and Supply Chain, Sales, Marketing, Commercial, M&A and Business Development	Finance & Accounts, Sales, Marketing, Commercial, Manufacturing, Quality and Supply Chain, M & A and Business Development	Pharmaceutical, Science & Technology Manufacturing, Quality and Supply Chain	M&A and Business Development, Sales, Marketing, Commercial, Pharmaceutical, Science & Technology, Finance & Accounts, Manufacturing, Quality and Supply Chain	Sales, Marketing, Commercial, M & A and Business Development, Finance & Accounts
Remuneration last drawn / sought to be paid (including sitting fees)	As mentioned in the Report to Corporate Governance				
Number of Board Meetings attended during FY18-19	As mentioned in the Report to Corporate Governance				
Shareholding	192256	Nil			
Relationship with other Directors and KMP	Not related to any Directors / KMP				
Member/ Chairperson of Committees of the Company	**Member:** -Investment and Risk Management Committee -Corporate Social Responsibility Committee -Operations and Administrative Committee	**Chairperson:** Audit Committee **Member:** Investment and Risk Management Committee	**Member:** Nomination and Remuneration Committee	**Member:** -Nomination & Remuneration Committee -Corporate Social Responsibility Committee -Audit Committee	**Chairperson:** Nomination & Remuneration Committee **Member:** Corporate Social Responsibility Committee

Name of the Director	Umang Vohra	Ashok Sinha	Peter Mugyenyi	Adil Zainulbhai	Punita Lal
Directorships / Designated Partnerships held in other companies	InvaGen Pharmaceuticals Inc.	-Axis Asset Management Company Limited -AirAsia (India) Limited -The Hospital & Nursing Home Benefits Association -You Broadband India Limited -The Tata Power Co. Limited -J.K. Cement Limited	Cipla Quality Chemical Industries Limited	-Reliance Industries Limited -Reliance Jio Infocomm Limited -Reliance Retail Ventures Limited -Network18 Media & Investments Limited -TV18 Broadcast Limited -Larsen and Toubro Limited -IndiaCast Media Distribution Private Limited -Piramal Foundation -Viacom18 Media Private Limited	-Ceat Limited -Airtel Payments Bank Limited
Membership of Committees held in other Indian companies	None	Audit Committee: -Axis Asset Management Company Limited Nomination and Remuneration Committee: -Axis Asset Management Company Limited -AirAsia (India) Limited -You Broadband Limited	None	Audit Committee: -Reliance Industries Limited -IndiaCast Media Distribution Private Limited -Viacom 18 Media Private Limited Nomination and Remuneration Committee: -Reliance Jio Infocomm Limited -Reliance Retail Ventures Limited -Network18 Media & Investments Limited -TV18 Broadcast Limited -Larsen and Toubro Limited -IndiaCast Media Distribution Private Limited -Viacom 18 Media Private Limited	Corporate Social Responsibility Committee: -Ceat Limited Committee on Frauds: -Airtel Payments Bank Limited Customer Service Committee: -Airtel Payments Bank Limited

Name of the Director	Umang Vohra	Ashok Sinha	Peter Mugyenyi	Adil Zainulbhai	Punita Lal
Chairpersonship of Committees held in other Indian Companies	None	Audit Committee: -You Broadband Limited -AirAsia (India) Limited Corporate Social Responsibility Committee: -You Broadband Limited -Axis Asset Management Company Limited	None	Audit Committee: -Reliance Jio Infocomm Limited -Reliance Retail Ventures Limited -Network18 Media & Investments Limited -TV18 Broadcast Limited Nomination and Remuneration Committee: -Reliance Industries Limited Corporate Social Responsibility: -Reliance Jio Infocomm Limited -Reliance Retail Ventures Limited -Network18 Media & Investments Limited -TV18 Broadcast Limited -Viacom18 Media Private Limited Risk Management Committee: -Reliance Industries Limited -Network18 Media & Investments Limited -TV18 Broadcast Limited Stakeholders Relationship Committee: -Network18 Media & Investments Limited	Nomination and Remuneration Committee: -Airtel Payments Bank Limited

Notes

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

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 certify that I/we am/are member(s)/proxy for the member(s) of the company.

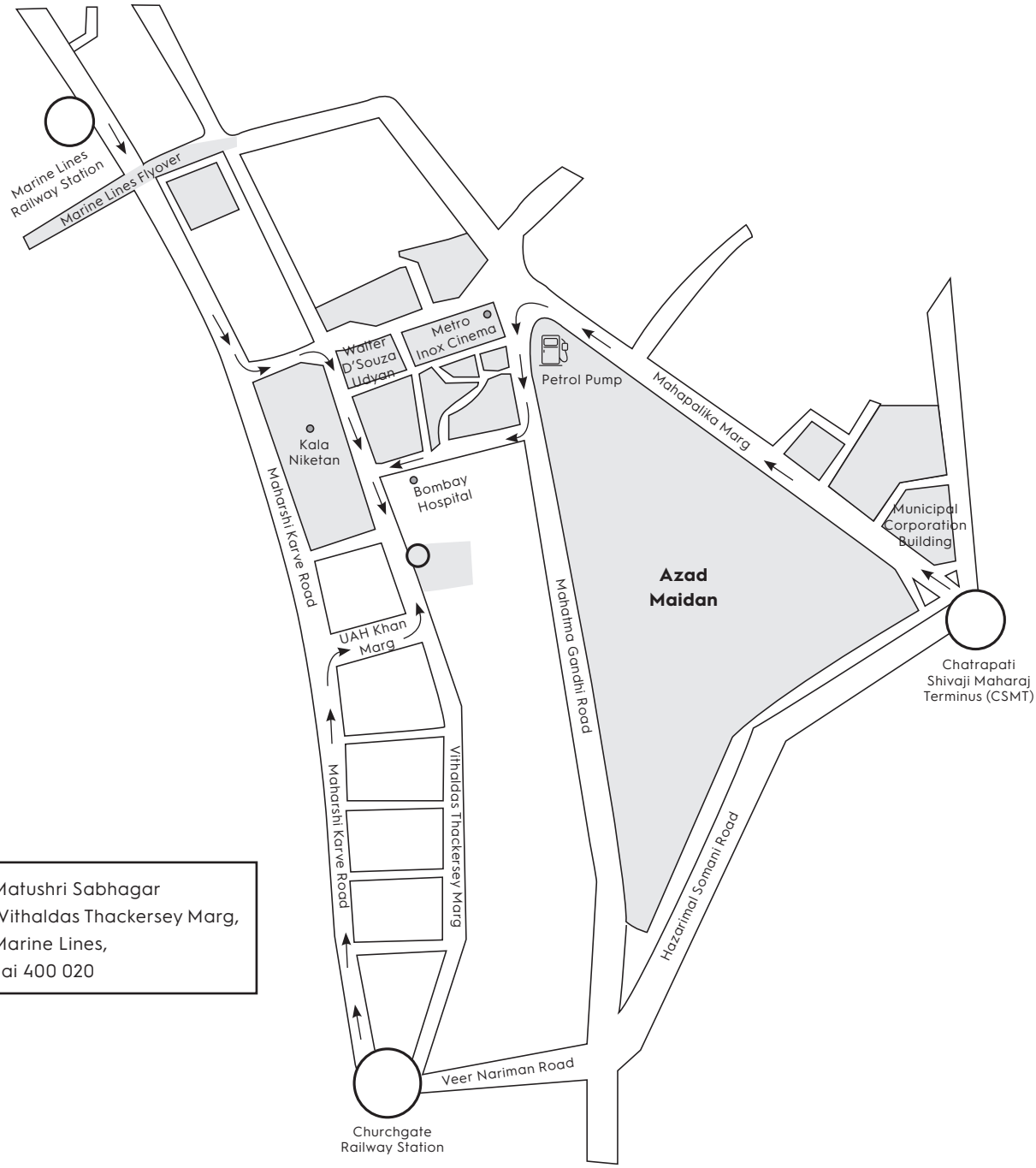
I/we hereby record my/our presence at the 83rd Annual General Meeting of the Company at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 on Friday, 16th August, 2019.

Signature(s) of the Shareholder(s)/Proxy/Authorized Representative: .....

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the meeting venue.
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

Route map for the venue of the Annual General Meeting



Birla Matushri Sabhagar
19, Sri Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai 400 020

Date: 16th August, 2019 at 3.00 p.m. (IST)

Landmark: Bombay Hospital

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:.....Client ID and DP ID No.: .....

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

1. Name: ..... Email: .....

   Address: .....

   .....

   Signature: .....

   or failing him/her

2. Name: ..... Email:.....

   Address: .....

   .....

   Signature: .....

   or failing him/her

3. Name: ..... Email: .....

   Address: .....

   .....

   Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 83rd Annual General Meeting of the Company, to be held on Friday, 16th August, 2019 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against
1	To receive, consider and adopt the standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon		
2	To receive, consider and adopt the consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon		
3	To declare dividend on equity shares		
4	To re-appoint Mr. Umang Vohra as director liable to retire by rotation		
5	To re-appoint Mr. Ashok Sinha as an Independent Director		
6	To re-appoint Dr. Peter Mugyenyi as an Independent Director		
7	To re-appoint Mr. Adil Zainulbhai as an Independent Director		
8	To re-appoint Ms. Punita Lal as an Independent Director		
9	To authorise issuance of equity shares/other securities convertible into equity shares up to ₹ 3000 crore		
10	To ratify remuneration of the cost auditors for the financial year 2019-20		

Signed this ..... day of.....2019.

Affix Revenue Stamp

.....
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.