

20th August 2024

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

Scrip Code: 500087

(2) National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th floor,
Plot no. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Scrip Code: CIPLA

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

Subject: Voting Results and Scrutiniser's Report of the 88th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing the voting results of the 88th Annual General Meeting of the Company held on Tuesday, 20th August, 2024 at 3.00 P.M. (IST) in the prescribed format together with scrutiniser's report.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Cipla Limited**

Rajendra Chopra
Company Secretary

Encl: As above

Prepared by: Pavankumar Yadav

General information about company	
Scrip code	500087
NSE Symbol	CIPLA
MSEI Symbol	NOTLISTED
ISIN	INE059A01026
Name of the company	Cipla Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-08-2024
Start time of the meeting	03:00 PM
End time of the meeting	05:15 PM

Scrutinizer Details	
Name of the Scrutinizer	Avinash Bagul
Firms Name	BNP and Associates
Qualification	CS
Membership Number	5578
Date of Board Meeting in which appointed	10-05-2024
Date of Issuance of Report to the company	20-08-2024

Voting results	
Record date	13-08-2024
Total number of shareholders on record date	482776
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	110
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	371639826	87.3321	371596983	42843	99.9885	0.0115
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	371639826	87.3321	371596983	42843	99.9885	0.0115
Public- Non Institutions	E-Voting	132827021	9604989	7.2312	9604106	883	99.9908	0.0092
	Poll		1483225	1.1167	1483225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11088214	8.3479	11087331	883	99.992	0.008
Total		807559920	631913043	78.2497	631869317	43726	99.9931	0.0069
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	371639826	87.3321	371596983	42843	99.9885	0.0115
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	371639826	87.3321	371596983	42843	99.9885	0.0115
Public- Non Institutions	E-Voting	132827021	9604815	7.2311	9603782	1033	99.9892	0.0108
	Poll		1483225	1.1167	1483225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11088040	8.3477	11087007	1033	99.9907	0.0093
Total		807559920	631912869	78.2497	631868993	43876	99.9931	0.0069
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend on equity shares				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	376262852	88.4184	375273107	989745	99.737	0.263
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	376262852	88.4184	375273107	989745	99.737	0.263
Public- Non Institutions	E-Voting	132827021	9604946	7.2312	9603938	1008	99.9895	0.0105
	Poll		1483230	1.1167	1483230	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11088176	8.3478	11087168	1008	99.9909	0.0091
Total		807559920	636536031	78.8221	635545278	990753	99.8444	0.1556
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve to not to fill the vacancy caused by retirement of Mr S Radhakrishnan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	376065633	88.3721	376065633	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	376065633	88.3721	376065633	0	100	0
Public- Non Institutions	E-Voting	132827021	9604718	7.231	9603157	1561	99.9837	0.0163
	Poll		1483230	1.1167	1483225	5	99.9997	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11087948	8.3477	11086382	1566	99.9859	0.0141
Total		807559920	636338584	78.7977	636337018	1566	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes*				
Description of resolution considered				To approve the continuation of Dr Y K Hamied as Non-Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	376187873	88.4008	339718565	36469308	90.3056	9.6944
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	376187873	88.4008	339718565	36469308	90.3056	9.6944
Public- Non Institutions	E-Voting	132827021	9604805	7.2311	9603072	1733	99.982	0.018
	Poll		1483230	1.1167	1483225	5	99.9997	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11088035	8.3477	11086297	1738	99.9843	0.0157
Total		807559920	636460911	78.8128	599989865	36471046	94.2697	5.7303
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*Dr Y K Hamied and Mr M K Hamied, Promoters were interested in the resolution to the extent of their shareholding in the Company.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration of the cost auditor for the financial year ending 31st March, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	249185003	249185003	100	249185003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	249185003	249185003	100	249185003	0	100	0
Public- Institutions	E-Voting	425547896	376065633	88.3721	376065633	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	425547896	376065633	88.3721	376065633	0	100	0
Public- Non Institutions	E-Voting	132827021	9604710	7.231	9603362	1348	99.986	0.014
	Poll		1483230	1.1167	1483225	5	99.9997	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	132827021	11087940	8.3477	11086587	1353	99.9878	0.0122
Total		807559920	636338576	78.7977	636337223	1353	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING CONDUCTED
DURING 88TH ANNUAL GENERAL MEETING OF CIPLA LIMITED
HELD ON TUESDAY, AUGUST 20, 2024**

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

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Remote E-voting and Electronic Voting during the 88th Annual General Meeting (AGM) of Cipla Limited

I, Avinash Bagul, Partner of M/s BNP and Associates, Companies Secretaries, was appointed as Scrutinizer by the Board of Directors of Cipla Limited (*hereinafter referred to as the "Company"*) in its meeting held on May 10, 2024, for the purpose of scrutinizing the remote e-voting process and electronic voting (e-voting) conducted during the 88th AGM pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In view of the circulars issued by the Securities Exchange Board of India (SEBI) and the Ministry of Corporate Affairs (*hereinafter collectively referred to as "the Applicable Circulars"*) the companies are permitted to hold the AGM through video conferencing (VC)/ other audio-visual means (OAVM). Hence, in compliance with these circulars, the AGM of the Company was held through VC/ OAVM.

As mentioned in the Notice, the deemed venue for the AGM was the registered office of the company, i.e. Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.

REPORT ON SCRUTINY:

- The Company had availed the facility offered by National Securities Depository Limited ('NSDL') for providing remote e-voting to the shareholders and e-voting during the 88th AGM.
- KFin Technologies Limited ('KFin'), is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided the e-voting facility for voting conducted during the e-voting period (i.e. from Friday, August 16, 2024 (09:00 AM) to Monday, August 19, 2024 (05:00PM) and at the AGM i.e. on Tuesday, August 20, 2024 between (3:00 p.m. to 5:45 p.m.) on all the items of the business sought to be transacted at the AGM. The electronic voting facility was set up by NSDL on their website, <https://www.evoting.nsdl.com/>.



- The Notice of the 88th AGM was uploaded 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 at www.evoting.nsdl.com, which provided the manner of remote e-voting for shareholders holding shares in dematerialized and physical modes.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.
- My responsibility as scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the AGM), in a fair and transparent manner and to prepare a combined Scrutinizer's Report of the voting.
- The cut-off date for the entitlement of the shareholders to receive Notice of the AGM along with Annual Report for FY 2023-24 ('Annual Report') was July 19, 2024 and as on that date, there were 4,81,953 shareholders of the Company. The Company had sent the AGM Notice along with Annual Report and e-voting details by email to those shareholders whose email id were registered with the Company/Depositories.
- The Company completed dispatch of the Notices and Annual Report by email to the shareholders on July 26, 2024.
- In compliance with the provisions of Clause A(IV) of General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the Company on July 18, 2024 had published the requisite advertisement in English in 'Business Standard' and in Marathi in 'Sakal' newspapers prior to sending notice to the shareholders. The notice published contained the required information as provided under Clause A (IV) (a) to (g) of the said circular.
- As prescribed in Clause V of Sub Rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, 21 days before the AGM in English in 'Business Standard' having country-wide circulation and in Marathi in 'Sakal' on July 27, 2024. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- The cut-off date for the purposes of identifying the shareholders entitled to vote on the resolutions stated in the Notice of the AGM was **Tuesday, August 13, 2024**.
- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for 4 (four) days from **Friday, August 16, 2024 (9.00 A.M.) to Monday, August 19, 2024 (5.00 P.M.)**
- The facility to vote electronically (e-voting) during the AGM, was provided to facilitate only those shareholders who attended the 88th AGM through VC/OAVM but could not participate in the Remote e-voting to record their votes.
- **At the end of the remote e-voting period on Monday, August 19, 2024, at 5.00 P.M., the voting portal of the NSDL, service provider was blocked forthwith.**



- On **Tuesday, August 20, 2024, after completion of the e-voting** at the 88th AGM, the system provided by the NSDL was duly unblocked by me as a Scrutinizer in the presence of Ms. Saniya More and Ms. Sayali Kadam who acted as the witnesses, as prescribed under Sub Rule 4(xii) of the Rule 20.

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

Details	Remote e-voting	E-voting at AGM	Total voting
Number of shareholders who cast their votes	2316	18	2334
Total number of Shares held by them	63,83,08,929	14,83,230	63,97,92,159
Valid votes	As per details provided under each Resolution(s) mentioned below.		
Abstained / less voted	As mentioned under each of Resolution(s).		
Invalid votes	Nil		

NOTES:

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

ORDINARY BUSINESS:

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

To receive, consider and adopt the 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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	63,18,69,317	99.993	43726	0.007	78,79,111

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



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

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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	63,18,68,993	99.993	43,876	0.007	78,79,285

Item 2 of Notice stands **PASSED** with the requisite majority.

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

To declare dividend on equity shares

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	63,55,45,278	99.844	9,90,753	0.156	32,56,128

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

SPECIAL BUSINESS (es):**IV) Item No. 4 of the Notice (As an Ordinary Resolution):**

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	63,63,37,018	99.999	1,566	0.001	34,53,575

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



V) Item No.5 of the Notice (As an Ordinary Resolution):**To approve the continuation of Dr Y K Hamied as Non-Executive Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	59,99,89,865	94.270	3,64,71,046	5.730	33,31,248

Item 5 of Notice stands **PASSED** with the requisite majority**Vi) Item No. 6 of the Notice (As an Ordinary Resolution):****To ratify remuneration of the cost auditor for the financial year ending 31st March, 2025**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	63,63,37,223	99.999	1,353	0.001	34,53,583

Item 6 of Notice stands **PASSED** with the requisite majority

All the Resolutions mentioned in the Notice of 88th AGM dated May 10, 2024 as per the details above stand **PASSED** by requisite majority through remote e-voting and e-voting conducted during the 88th AGM.



I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the e-voting service provider. All other relevant records relating to remote e-voting and e-voting conducted during the 88th AGM by the shareholders of the Company is under my safe custody and the same shall be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the Minutes of the 88th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

Yours Faithfully

For BNP & Associates

Company Secretaries

[Firm Regn. No.: -P2014MH037400]

PR No.: -637/2019



Avinash Bagul

Partner

FCS No. 5578

COP No. 19862

UDIN: F005578F001007898



Place: Mumbai

Date: August 20, 2024

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



1. Ms. Saniya More



2. Ms. Sayali Kadam

Countersigned and received the report:

Signed by Mr. Rajendra Chopra
Authorized by the Board

Place: Mumbai
Date: August 20, 2024