

23rd February, 2026

- (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), Mumbai - 400 051
Scrip Code: CIPLA
- (3) SOCIETE DE LA BOURSE DE
LUXEMBERG
Societe Anonyme
35A Boulevard Joseph II
L-1840 Luxembourg

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot ('Notice') dated 23rd January, 2026 for seeking approval of members of the Company for the following matters:

Type of Resolution	Resolutions
Ordinary	To appoint Mr Achin Gupta (DIN: 09491674) as Director of the Company
Ordinary	To appoint Mr Achin Gupta (DIN: 09491674) as Managing Director and Global Chief Executive Officer of the Company.
Ordinary	To pay remuneration to Mr Achin Gupta (DIN: 09491674) as Managing Director and Global Chief Executive Officer of the Company
Special	To re-appoint Mr Prathivadibhayankara Rajagopalan Ramesh ('Mr P R Ramesh') (DIN: 01915274) as Independent Director of the Company

In terms of various circulars issued by the Ministry of Corporate Affairs, the Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ list of beneficial owners and email addresses are registered with the Company / Depositories as on Friday, 20th February, 2026 ('Cut-Off Date'). The Members who have not updated their email addresses with the Company/Depositories are requested to update their email address as per the instructions given in the enclosed Notice.

The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting	9.00 a.m. IST on Tuesday, 24 th February, 2026
End of e-voting	5.00 p.m. IST on Wednesday, 25 th March, 2026
Result of e-voting by Postal Ballot	On or before Monday, 30 th March, 2026

The Notice is also being uploaded on the Company's website, i.e. www.cipla.com, in the investors section, on the website 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 on the website of our e-voting agency i.e. National Security Depository Limited at www.evoting.nsdl.com.

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

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 Postal Ballot

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with circulars issued by the Ministry of Corporate Affairs ('MCA') no. 14/2020 dated 8th April 2020, no. 17/2020 dated 13th April 2020, no. 22/2020 dated 15th June 2020, no. 33/2020 dated 28th September 2020, no. 39/2020 dated 31st December 2020, no. 10/2021 dated 23rd June 2021, no. 20/2021 dated 8th December 2021, no. 3/2022 dated 5th May 2022, no. 11/2022 dated 28th December 2022, no. 09/2023 dated 25th September 2023, no. 09/2024 dated 19th September, 2024 and no. 03/2025 dated 22nd September, 2025 (collectively referred to as 'MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and other applicable provisions of the acts, rules, regulations, circulars and notifications (including any statutory modifications or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolutions appended below are proposed for approval of the members of Cipla Limited (the 'Company') through Postal Ballot by remote e-voting process ('e-voting').

Special Business(es):

Item no. 1 – To appoint Mr Achin Gupta (DIN: 09491674) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and the rules made thereunder, Regulations 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, if any, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Mr Achin Gupta (DIN: 09491674), be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from 1st April, 2026."

Item no. 2 – To appoint Mr Achin Gupta (DIN: 09491674) as Managing Director and Global Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 ('the Act') and the rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, if any, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company and subject to any required regulatory approvals and applicable conditions thereof, Mr Achin Gupta (DIN: 09491674) be and is hereby appointed as Managing Director and Global Chief Executive Officer of the Company, liable to retire by rotation, for a period of five (5) years commencing from 1st April, 2026 till 31st March, 2031 (both days inclusive).

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds and things, and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of powers herein conferred to any committee of the Board or any director or officer of the Company, to give effect to this resolution."

Item no. 3 – To pay remuneration to Mr Achin Gupta (DIN: 09491674) as Managing Director and Global Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, if any, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, the payment of remuneration to Mr Achin Gupta as Managing Director and Global Chief Executive Officer of the Company, as set out in the explanatory statement annexed to this Notice, for a period of 5 (five) years commencing from 1st April, 2026 till 31st March, 2031 (both days inclusive), be and is hereby approved.

Resolved further that the Board of Directors be and is hereby authorised to alter, vary and modify the terms of appointment including the remuneration / remuneration structure within the limits approved by the members, and to do all such acts, deeds and things, and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of powers herein conferred to any committee of the Board or any director or officer of the Company, to give effect to this resolution.”

Item no. 4 - To re-appoint Mr Prathivadibhayankara Rajagopalan Ramesh (DIN: 01915274) as Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, Mr Prathivadibhayankara Rajagopalan Ramesh (DIN: 01915274), be and is hereby re-appointed as an Independent Director of the Company for a period of 5 (five) years commencing from 1st July, 2026 till 30th June, 2031 (both days inclusive).

“Resolved further that pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded for continuation of Mr P R Ramesh (DIN: 01915274), as an Independent Director on attaining the age of 75 years”.

For Cipla Limited

Rajendra Chopra
Company Secretary
ACS 12011

Date: 23rd January, 2026

Place: Mumbai

NOTES:

1. The Notice of this Postal Ballot (‘Notice’) was approved by the Board of Directors at its meeting held on Friday, 23rd January, 2026 and the Company Secretary was authorised to issue the Notice.
2. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the rationale for the proposed resolutions is annexed herewith and forms part of the Postal Ballot notice (‘‘Notice’’).

3. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars:
 - the Notice is being sent by electronic mode to those members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company/ National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories')/ KFin Technologies Limited ('RTA') as on Friday, 20th February, 2026 (the 'Cut-Off Date') and whose e-mail addresses are registered with the Company / depositories / RTA. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only. For members who have not registered their e-mail addresses, please follow the instructions mentioned under point no. 14 (iii).
 - the manner of voting on the proposed resolutions is provided by remote e-voting facility only. Accordingly, the physical copy of the Notice along with the Postal Ballot form and the pre-paid business reply envelope are not being sent to the members. The members can provide their assent or dissent on the resolutions through remote e-voting system.
4. A copy of the Notice is available on the website of the Company at www.cipla.com, website 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 on the website of the e-voting agency i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
5. All documents as referred to in the Notice shall be available for electronic inspection by the members without any fee, from the date of dispatch of the Notice until the closure of remote e-voting period during business hours. Members seeking to inspect such documents may send a request to the email address at document.inspection@cipla.com at least one working day before the date on which they intend to inspect the documents.
6. Members whose names appear in the Register of Members / list of Beneficial Owners as on the Cut-off Date i.e., Friday, 20th February, 2026 will be eligible to cast their vote electronically. The voting rights of members will be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
7. The remote e-voting period begins on Tuesday, 24th February, 2026 at 09:00 A.M. (IST) and ends on Wednesday, 25th March, 2026 at 05:00 P.M. (IST). The remote e-voting module will be disabled by the NSDL for voting thereafter.
8. Members are requested to cast their vote through remote e-voting process not later than 5:00 P.M. (IST) on Wednesday, 25th March, 2026 in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.
9. Once the vote on the resolution is cast by the member, he shall not be allowed to subsequently change it.
10. The Board of Directors of the Company has appointed Mr Avinash Bagul (Membership No. 5578, CP No. 19862) failing him Mr K Venkataraman (Membership No. 8897, CP No. 12459), Partners of BNP & Associates, Company Secretaries as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner.
11. The Scrutinizer on completing the scrutiny of voting through the remote e-voting process will submit his report to the Chairman or any other person duly authorised by him, and the result of the remote e-voting by Postal Ballot will be announced within 2 working days from the conclusion of the remote e-voting i.e., on or before Monday, 30th March, 2026.
12. The results declared along with the scrutiniser's report will be uploaded on the website of the Company at www.cipla.com in the 'Investors' section and on the NSDL website at www.evoting.nsdl.com. The results will also be disclosed on the websites of the Stock Exchanges and displayed on the notice board at the registered office of the Company.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 25th March, 2026 i.e., the last date specified for receipt of votes through the remote e-voting process.
14. Important instruction for members 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 dematerialised form only while processing investor service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; 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 the risks associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company at cosecretary@cipla.com or RTA at einward.ris@kfintech.com, for assistance in this regard.
- ii. As per the SEBI Circular, the Company/ RTA can entertain a shareholder's service request only upon completion of the KYC viz., PAN, contact details, bank account details and specimen signature. The service requests are required to be submitted in the format prescribed by the SEBI.
- iii. Members are requested to update their email address and KYC records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to KFin Technologies Limited, Registrar and Share Transfer Agent RTA, Unit: Cipla Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Alternatively, members can also send digitally signed documents from their registered email address at einward.ris@kfintech.com. Details of the relevant forms are provided herein below:

ISR-1	Request for registering PAN, KYC details or changes/updates 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

15. Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.
16. SEBI has introduced Online Dispute Resolution ('ODR') portal for dispute resolution in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. The detailed circulars and process are also available on the website of the Company at <https://www.cipla.com/investors/corporate-governance>.
17. SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, has opened a special window to facilitate re-lodgement of transfer and dematerialisation of physical securities. The window will remain open for a period of one year, i.e., from 5th February, 2026 to 4th February, 2027.

This special facility will be available for transfer and dematerialisation of physical shares that were sold or purchased prior to 1st April, 2019. Additionally, the facility extends to transfer requests that were submitted earlier but were rejected, returned, or not attended to due to deficiencies in documents, process issues, or for any other reason.

Eligible shareholders who wish to avail the opportunity are requested to submit the requisite documents to KFin Technologies Limited, Registrar and Share Transfer Agent, Unit: Cipla Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.

Investors are informed that the securities re-lodged for transfer pursuant to the above circular, shall only be issued in demat form. In case of any queries, shareholders are requested to raise a service request at einward.ris@kfintech.com or cosecretary@cipla.com.

Procedure to cast vote through remote e-voting

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on 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.2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on 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. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on 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.3. 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on 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.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 at www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available at 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.
Individual Shareholders (holding securities in demat mode) 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, wherein you can see e-voting feature. Click on 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 contact at 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 contact at toll free no. 1800 22 55 33

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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 will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. 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 (138608) then user ID is 138608CIP000***

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 retrieve your 'initial password', you need to enter the 'initial password's and 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 below in **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) option available at www.evoting.nSDL.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available at www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid 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 the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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.
2. It is strongly recommended not to share your password with any other person and take 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 at www.evoting.nsdl.com to reset the password.
3. In case of any queries or grievances relating to e-voting facility, 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 contact Ms Prajakta Pawle, Executive, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051, e-mail: evoting@nsdl.com, contact at: 022 - 4886 700.

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

1. In case shares are held in physical mode please provide a signed request letter mentioning folio No., name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN card, AADHAR/ utility bill (not older than 3 month) and requisite forms as mentioned in point no. 13 of notes of this notice by email to inward.ris@kfintech.com by email to inward.ris@kfintech.com.
2. 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 inward.ris@kfintech.com.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 AND 110 OF THE ACT AND APPLICABLE SECRETARIAL STANDARDS

Item nos. 1, 2 and 3: Ordinary Resolutions

Mr Achin Gupta (DIN: 09491674) holds a Master of Technology (M. Tech) degree in Biochemical Engineering and Biotechnology from IIT Delhi, and an MBA from IIM, Ahmedabad.

Mr Achin Gupta was appointed as the Chief Executive Officer (CEO) of One India Business of the Company in 2021 and has since been an integral member of the Company's Management Council. Subsequently, he was elevated as the Global Chief Operating Officer with effect from 1st February, 2025. In line with the Company's structured succession planning, he has been appointed as Managing Director and Global Chief Executive Officer with effect from 1st April, 2026.

Mr Achin Gupta is a reputed pharma leader with a deep understanding of the business across the value chain from R&D to global commercial markets. In his most recent role as Global Chief Operating Officer, he has deepened Cipla's leadership in home markets, initiated expansion plans to have a wider global presence, and started operational excellence in manufacturing and supply chain through productivity improvement and digitisation. He has forged strategic global partnerships which have positioned Cipla as a preferred innovation-led collaborator in line with Cipla's patient-centricity purpose of Caring for Life.

In his previous role as CEO of the One India business, he led a large and complex business spanning across verticals of prescription, generics, and consumer health. Under his leadership, the business achieved strong profitability with market-leading revenue growth and consolidated Cipla's No. 1 position in volume market share across the India Pharma, as per IQVIA TSA data.

Prior to joining Cipla, Mr Achin Gupta had worked with Glenmark Pharmaceuticals, Abbott Laboratories, and AT Kearney. Throughout his distinguished career of over two decades, Mr Achin Gupta has established a strong track record as a thought leader with a profound understanding of the global pharmaceutical landscape. He was conferred as India Pharma CEO of the year at Economic Times RE Pharma Summit, 2025 and is currently the co-chair of FICCI Pharma Committee (2026).

The Company has received a notice under Section 160 of the Act from a member, proposing the appointment of Mr Achin Gupta as Director of the Company.

Mr Achin Gupta has consented to act as the Managing Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director.

In terms of the provision of Section 196 and Schedule V of the Act and Regulation 17 of the SEBI Listing Regulations, appointment and payment of remuneration to Mr Achin Gupta as Managing Director requires approval of the members. The terms of appointment and remuneration payable to Mr Achin Gupta are as under:

1. Remuneration:

I. Fixed Salary inclusive of basic salary, allowances, employer's contribution to PF, etc. (payable on a monthly basis):

- A. The fixed salary from the Company shall be INR 10,00,00,000/- (Rupees Ten Crores only) per annum.
- B. The increment, if any during the subsequent years, shall be based on the performance and shall not exceed 15% per annum of the annual fixed salary of immediately preceding financial year.

II. Variable Bonus (to be paid annually after end of the financial year):

Subject to achievement of quantitative and qualitative Key Performance Indicators (KPIs), Mr Achin Gupta will be entitled for the following Variable Bonus:

A. 50% of the Annual Fixed Salary. This amount can increase upto 70% of the Annual Fixed Salary at the discretion of the Board and on exceeding the KPIs, on merit.

B. Additional INR 2.5 crores for FY 2026-27 and FY 2027-28 respectively.

In case the KPIs are not achieved, the Board may at its discretion reduce the Variable Bonus for the relevant financial year.

III. Perquisites:

As per the Company's policy(ies) or as may be approved by the Board from time to time, such that the overall value of the benefits and perquisites shall not exceed 10% of the Annual Fixed salary in any financial year.

IV. Retirement / other benefits:

Gratuity, leave encashment, and any other benefits shall be as per the policy(ies) of the Company or as may be approved by the Board from time to time.

V. Stock Options and Stock Appreciation Rights:

Mr Achin Gupta shall be entitled to the Stock Options under the Employee Stock Option Scheme 2013-A, the Stock Appreciation Rights under the Cipla Employee Stock Appreciation Rights Scheme 2021 or any other share-based benefit under any other scheme as may be implemented by the Company at that relevant time (collectively referred as "**Share-based Schemes**") as follows, in 45:55 ratio between the Stock Options and the Stock Appreciation Rights:

- i. For the first year, the value of benefit shall not exceed INR 7 crore.
- ii. For the remainder term of appointment, the value of benefit in any financial year shall not exceed INR 20 crore.
- iii. The overall value of benefit during the 5 years term shall not exceed INR 60 crore.

Prior to the proposed appointment and in accordance with his existing terms of employment, Mr Achin Gupta was granted 37,755 Stock Options and 1,08,602 Stock Appreciation Rights, which shall be exercisable in line with the terms of the respective grants and subject to the terms and conditions of the applicable Schemes.

2. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the tenure of Mr Achin Gupta, subject to the compliance of applicable laws, he shall be entitled to receive the above remuneration, as minimum remuneration.

3. Other terms:

- I. Reimbursement of all legitimate expenses incurred while performing the duties. Such reimbursement will not form part of remuneration.
- II. Either the Company or Mr Achin Gupta may terminate the appointment by giving 6 months' notice.
- III. In case of termination of services/ contract by the Company (i) without cause or (ii) in the event of change in control wherein there is change in the ownership of 51% of the equity shares or voting of the Company or shares held by the promoters or where there is a merger or amalgamation of the Company with another entity or any sale, spin-off, exchange or transfer of all or substantially all of the assets of the Company, Mr Achin Gupta shall be entitled to the severance pay in the following manner:
 - A. In case of termination within 24 months from the date of appointment, then prevailing fixed pay for 12 months and corresponding variable bonus.
 - B. In case of termination after 24 months from the date of appointment, then the current fixed pay for six months or remainder term of appointment, whichever is lower and corresponding variable bonus.

- C. Additional compensation of up to INR 20,00,00,000/- (Rupees Twenty Crores Only). While finalising the compensation, the Nomination and Remuneration Committee and the Board shall *inter alia* consider the value of granted and unvested Stock Options, Stock Appreciation Rights or any other shares-based benefit of the Company relevant at that time.

The proposed remuneration to Mr Achin Gupta is consistent with the remuneration paid to the MD & GCEO in the past and is comparable with the remuneration being paid by peer companies.

The above remuneration is an enabling provision that specifies the maximum amount that may be paid to Mr Achin Gupta in any financial year during his tenure, i.e., from 1st April, 2026 to 31st March, 2031 with the approval of the Board.

The indicators for performance evaluation of Mr Achin Gupta inter-alia covers financial as well as non-financial matrix. The financial matrix includes targets on revenue and EBITDA. The non-financial matrix includes performance and strategic priorities including innovation, performance in key markets, product development & launches, compliance, ESG, succession planning and development, attrition management etc.

An Employment Agreement setting out the further terms and conditions of the appointment has been executed between the Company and Mr Achin Gupta. The said Employment Agreement is available for electronic inspection without any fee by the members. The Board may vary the terms of the appointment including the remuneration / remuneration structure within the limits approved by the members and such variation shall not be treated as variation in the terms of appointment.

Detailed profile of Mr Achin Gupta is also available on the website of the Company at www.cipla.com in the 'About us' section. Details as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws have been provided in Annexure 1 to the explanatory statement.

The Board recommends the appointment of Mr Achin Gupta as set out in the resolution in Item nos. 1, 2 and 3, for approval of the members as ordinary resolutions.

None of the directors and key managerial personnels and/ or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

Item no. 4: Special Resolution

In compliance with the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and applicable rules made thereunder and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations'), the Company had appointed Mr Prathivadibhayankara Rajagopalan Ramesh ('Mr P R Ramesh')(DIN: 01915274) as an Independent director for a term of five consecutive years w.e.f. 1st July, 2021 at the 85th Annual General Meeting of the Company held on 25th August, 2021. He will be completing his first term of appointment as an Independent Director on 30th June, 2026.

As per Section 149 of the Act read with Regulation 25 of the SEBI Listing Regulations, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each with the approval of the members by way of Special Resolution. Further, as per Regulation 17(1A) of the 'SEBI Listing Regulations', no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Mr P R Ramesh will attain the age of 75 years during his proposed second term and continuance of his proposed re-appointment as an Independent Director. Accordingly, prior approval of the Members of the Company is being sought by way of a Special Resolution for the same.

Mr P R Ramesh is a Commerce graduate from Osmania University, Hyderabad and is a Fellow Member of the ICAI. He retired as the Director of Deloitte & Touche Assurance & Enterprise Risk Services India on 31st March, 2020 and has also served as a member of Deloitte Global Board and Deloitte Asia Pacific Board. Ramesh has over 40 years of professional experience across manufacturing, banking and financial services, technology, media, telecommunications, energy and resources and consumer business sectors. He has been associated with various Regulatory bodies such as SEBI Committee on Disclosures and Accounting Standards; Committee for Reforming the Regulatory Environment for doing Business in India; Technical

Committee to review the form and presentation of the Balance Sheet of the RBI; IRDA Standing Committee on Accounting Issues and Invitee to the Committee set up by the RBI to assist in convergence to IFRS by banks and National Advisory Committee on Accounting Standards. He has been associated with various Industry Bodies such as CII representing on its National Council Committee on Financial Reporting and its CFO Forum; National Executive Committee of FICCI and Past President of the of the Bombay Chamber of Commerce & Industry. He has also been member of Accounting Standards Board of ICAI, Vision and Restructuring Committee and Auditing Practices Committee of ICAI and the Secretarial Standards Boards of the ICSI. He has co-authored publication by CCH titled IGAAP - Financial Reporting Standards in India including a comparison with IFRS.

In view of the valuable contributions made by Mr P R Ramesh and based on the positive outcome of the performance evaluation, skills, experience, knowledge, regular attendance at meetings the Board of Directors believes his re-appointment is in the best interest of the Company.

The Company has received a notice under Section 160 of the Act from a member, proposing the re-appointment of Mr P R Ramesh as an Independent Director of the Company.

Mr P R Ramesh has consented to act as an Independent Director of the Company and has confirmed that (i) he continues to meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and (ii) he is not disqualified from being re-appointed as an Independent Director. In the opinion of the Board, he fulfills the conditions of independence as specified in the Act, the rules made thereunder, and the SEBI Listing Regulations and is independent of the management of the Company.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 have been provided in Annexure 1 to the explanatory statement. The terms and conditions of re-appointment of Mr P R Ramesh are available for inspection by the members, without any fee, at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting.

Mr P R Ramesh will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees, reimbursement of expenses, and commission as per the 'Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (Policy). The Policy is available on the website of the Company at https://www.cipla.com/sites/default/files/2024-09/Policy_for_Payment_of_Remuneration_to_Non-Executive_Directors_including_Independent_Directors.pdf. The overall remuneration of Mr P R Ramesh will be within the limits prescribed under Section 197 of the Act.

The Board recommends the re-appointment of Mr P R Ramesh as an Independent Director for a second term of five years and also to continue as an Independent Director on attaining the age of 75 years i.e. upto 30th June, 2026, as as set out in the resolution in Item no. 4 for approval of the members as Special Resolution.

Except Mr P R Ramesh and his relatives, none of the other directors and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

For Cipla Limited

Rajendra Chopra
Company Secretary
ACS 12011

Date: 23rd January, 2026
Place: Mumbai

ANNEXURE 1

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

Full Name	Mr Achin Gupta
Director Identification Number (DIN)	09491674
Age	49 years
Date of first appointment on the Board	1 st April, 2026
Qualification	M. Tech with a specialization in Biochemical Engineering and Biotechnology (IIT Delhi) and MBA (IIM, Ahmedabad)
Remuneration last drawn (including sitting fees)	Not Applicable
Remuneration to be paid	As mentioned in the explanatory statement
Experience and expertise in specific functional areas / Brief resume	Pharmaceutical, Science and Technology; Sales, Marketing and Commercial; Tech and Digital; General Management and Leadership; Operations; Financial Expertise; M&A; Risk Management; Corporate Governance; Global Economics and Business; Sustainability and ESG. Detailed profile including experience of Mr Achin Gupta is available on the company's website at https://www.cipla.com/about-us/management-council
Terms and conditions of appointment / re-appointment	As per the details as set out in the explanatory statement thereto.
Number of board meetings attended	Not Applicable
Shareholding including shareholding as beneficial owner (Equity Shares) as on date of Postal Ballot Notice	6,918 shares
Member/ Chairperson of Committees of the Company	None
Directorships held in other companies	<ul style="list-style-type: none"> • Cipla Health Limited • Jay Precision Pharmaceuticals Private Limited • Achira Labs Private Limited
Membership of committees held in other Indian companies	Cipla Health Limited – <ul style="list-style-type: none"> i. Audit Committee ii. Nomination and Remuneration Committee iii. Corporate Social Responsibility Committee
Chairpersonship of committees held in other Indian companies	None
Listed entites from which the person has resigned in the past three years	None
Relationship between Directors or Key Managerial Personnel or Manager inter-se	None

Full Name	Mr Prathivadibhayankara Rajagopalan Ramesh ('Mr P R Ramesh')
Director Identification Number (DIN)	01915274
Age	71 years
Date of first appointment on the Board	1 st July, 2021
Qualification	Graduate from Osmania University, Hyderabad and Fellow Member of the Institute of Chartered Accountants of India (ICAI)
Remuneration last drawn (including sitting fees)	FY 2024-25: INR 1.03 crore (comprising sitting fees and commission)
Remuneration to be paid	As per Company's Policy on Payment of Commission to Non-Executive Directors, including Independent Directors' (available on the website of the Company at https://www.cipla.com/sites/default/files/2024-09/Policy_for_Payment_of_Remuneration_to_Non-Executive_Directors_including_Independent_Directors.pdf)
Experience and expertise in specific functional areas / Brief resume	Corporate Governance; Global Economics and Business; General Management and Leadership; Financial Expertise; M&A; Risk Management; Tech and Digital; Sustainability and ESG. Detailed profile including experience of Mr P R Ramesh is available on the company's website at https:// www.cipla.com/about-us/board-directors
Terms and conditions of appointment / re-appointment	As per the resolution specified in item no. 4 of this Notice read with the explanatory statement thereto.
Number of board meetings attended	FY 2024-25: 7 out of 7 meetings held
Shareholding including shareholding as beneficial owner (Equity Shares) as on date of Postal Ballot Notice	Nil
Member/ Chairperson of Committees of the Company	<ul style="list-style-type: none"> • Membership: Investment and Risk Management Committee • Chairman: Audit Committee
Directorships held in other companies	<ul style="list-style-type: none"> • Nestle India Limited • Crompton Greaves Consumer Electricals Limited • Tejas Networks Limited • Cyient Limited • Air India Limited • Air India Express Limited • Forum For Indian Accounting Research • Larsen and Toubro Limited • ITC Hotels Limited • L&T Realty Properties Limited

<p>Membership of committees held in other Indian companies</p>	<ul style="list-style-type: none"> • Nestle India Limited - Nomination and Remuneration Committee • Nestle India Limited - Risk Management Committee • Crompton Greaves Consumer Electricals Limited - Audit Committee • Crompton Greaves Consumer Electricals Limited - ESG Committee • Tejas Networks Limited - Audit Committee • Cyient Limited - Audit Committee • Cyient Limited - Risk Management Committee • Air India Limited - Nomination and Remuneration Committee • Air India Express Limited - Corporate Social Responsibility Committee • ITC Hotels Limited - Nomination and Remuneration Committee
<p>Chairpersonship of committees held in other Indian companies</p>	<ul style="list-style-type: none"> • Nestle India Limited - Audit Committee • Crompton Greaves Consumer Electricals Limited - Risk Management Committee • Tejas Networks Limited - Nomination and Remuneration Committee • Tejas Networks Limited - Risk Management Committee • Air India Limited - Audit Committee • Larsen and Toubro Limited - Audit Committee • ITC Hotels Limited - Audit Committee
<p>Listed entities from which the person has resigned in the past three years</p>	<ul style="list-style-type: none"> • Butterfly Gandhimathi Appliances Limited
<p>Relationship between Directors or Key Managerial Personnel or Manager inter-se</p>	<p>None</p>