

CIPLA LIMITED

Registered Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013
Phone: (9122) 24826000, Fax: (9122) 24826893, Email: cosecretary@cipla.com, Website: www.cipla.com
Corporate Identity Number: L24239MH1935PLC002380

NOTICE

NOTICE is hereby given that the SEVENTY-NINTH ANNUAL GENERAL MEETING of CIPLA LIMITED will be held at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai – 400 021, on Thursday, 27th August 2015 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the audited financial statement of the Company for the year ended 31st March 2015, the reports of the Board of Directors and Auditors thereon.
 - b. the audited consolidated financial statement of the Company for the year ended 31st March 2015 and the report of the Auditors thereon.
2. To declare Dividend for the year ended 31st March 2015.
3. To appoint a Director in place of Mr. Subhanu Saxena (DIN: 06620380), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Reg. No. 109208W) and M/s. R.G.N. Price & Co., Chartered Accountants (Firm Reg. No. 002785S), be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting upon such remuneration, taxes and out of pocket expenses, as may be fixed by the Board of Directors of the Company in mutual consultation with the Auditors.

RESOLVED FURTHER THAT pursuant to the provision of section 143(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company be and is hereby authorised to appoint Auditors for the Company's branch office(s) outside India (whether now or as may be established hereafter) in terms of section 143 of the Companies Act, 2013 in consultation with the Auditors of the Company to examine and audit the financial statements for the financial year ending on 31st March 2016 upon such remuneration, terms and conditions as the Board of Directors may deem fit."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

Notice *contd.*

any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Samina Vaziralli (DIN: 00027923), appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the commencement of this Annual General Meeting."

6. 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 other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act (including any amendments thereto or re-enactment thereof for the time being in force), the Company in general meeting hereby approves, confirms and ratifies the appointment of Ms. Samina Vaziralli (DIN: 00027923) as a Whole-time Director of the Company designated as "Executive Director", with the benefit of continuity of service, for a period of five years commencing from 10th July 2015 and concluding on 9th July 2020 on the terms and conditions as stipulated in employment agreement dated 9th July 2015 entered into between the Company and Ms. Samina Vaziralli which agreement be and is hereby approved, ratified and confirmed. The terms and conditions of Ms. Samina Vaziralli's employment, including remuneration (as stipulated in the said employment agreement) is abstracted below:

- A. Fixed Salary: ₹2,00,00,000 per annum with the liberty to the Board to sanction such increase as it may determine from time to time provided that the fixed salary does not exceed ₹5,00,00,000 per annum. The Fixed Salary is gross of income tax and any contribution to be made under the provisions of the Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- B. Variable Bonus: Target variable bonus @25% of Fixed Salary as per financial year depending on mutually agreed qualitative and quantitative Key Performance Indicators (KPIs).
- C. Accommodation: Rent-free furnished accommodation or house rent allowance in lieu of accommodation. This amount has been included in the Fixed Salary. Ms. Samina Vaziralli shall also be eligible for maintenance of accommodation including furniture, fixtures and furnishings and re-imbursment of expenses incurred on gas, electricity, water and telephone bills.
- D. Other Perquisites:
 - i. Life insurance for Ms. Samina Vaziralli and health insurance for Ms. Samina Vaziralli and her immediate family. Appropriate directors and officers insurance policy for Ms. Samina Vaziralli.
 - ii. Appropriate corporate club membership for Ms. Samina Vaziralli.
 - iii. Provision of car(s), maintenance of car(s) and driver(s) for Ms. Samina Vaziralli.
 - iv. Re-imbursment of medical expenses incurred by Ms. Samina Vaziralli and her immediate family.
- E. The Board is authorised to fix actual remuneration and revise it from time to time within the aforesaid ceilings.
- F. If in any financial year during the currency of tenure of Ms. Samina Vaziralli, the Company has no profits or its profits are inadequate, Ms. Samina Vaziralli shall be entitled to minimum remuneration by way of fixed salary, perquisites and allowances not exceeding the ceiling limit specified under section II of Part II of Schedule V to the Act and in addition thereto, Ms. Samina Vaziralli shall also be eligible to the perquisites and allowances not exceeding the limits specified under section IV of Part II of Schedule V to the Act.
- G. This appointment of Ms. Samina Vaziralli is liable for termination by either party giving three month's prior notice in writing to the other or pro-rata Fixed Salary in lieu of notice.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof."

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with all applicable rules including the Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force), Mr. D. H. Zaveri, the Cost Auditor appointed by the Board of Directors of the Company to audit the cost records of pharmaceutical products manufactured by the Company for the financial year ending 31st March 2016, be paid a remuneration of ₹9,00,000 plus applicable taxes as well as the reimbursement of out of pocket expenses incurred for the purpose of cost audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Mital Sanghvi
Company Secretary

Mumbai, 9th July 2015

NOTES:

1. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as 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.
Proxies, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") is annexed hereunder and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 13th August 2015 to Thursday, 27th August 2015, both days inclusive.
4. The dividend for the year ended 31st March 2015 as recommended by the Board, if sanctioned at the Meeting, will be paid to those members whose names appear in the Company's Register of Members on Wednesday, 12th August 2015. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

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

Karvy Computershare 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

6. Members holding shares in dematerialised form may please note that, the bank details as furnished by the respective Depositories to the Company will be used for the purpose of distribution of dividend as directed by the Stock Exchanges. 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 such bank details.
7. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of 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.
8. 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. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares.

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.

9. 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 section 205A and 205C of the Companies Act, 1956, dividends that remain unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund (IEPF). Accordingly, unclaimed dividends from the financial year ended 31st March 1996 till 31st March 2007 have been transferred by the Company to IEPF.

Members may note that unclaimed dividend for the financial year ended 31st March 2008 shall become due for transfer to IEPF on 28th September 2015. Members should also note that any sum transferred to IEPF shall stand forfeited and no claim shall lie either against IEPF or the Company. Those members, who have not encashed their dividends for the financial year ended 31st March 2008, are requested to claim it from the

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Share Transfer Agents immediately. Such of those 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.

10. The face value of shares has been sub-divided from ₹10 to ₹2 per equity share in the year 2004. Members who have not yet exchanged share certificates of ₹10 face value are requested to surrender their old certificates to the Share Transfer Agents at the address stated above for exchange with new share certificates of ₹2 face value.
11. 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, during office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.
12. As required under Secretarial Standard - 2 and Clause 49 of the Listing Agreement, the relevant information in respect of the Director seeking re-appointment at the Annual General Meeting is enclosed as Annexure 1.
13. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii. The facility for voting through electronic voting system shall be made available at the venue of the Meeting ('InstaPoll') and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through InstaPoll.
 - iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide electronic voting facility.
 - v. The Board of Directors of the Company has appointed Mr. B Narasimhan, Practising Company Secretary or failing him Mr. Keyoor Bakshi, Practising 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. Thursday, 20th August 2015.
 - 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. Thursday, 20th August 2015 only shall be entitled to avail the facility of remote e-voting / InstaPoll.

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- viii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Thursday, 20th August 2015, 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.
- ix. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 24th August 2015
End of remote e-voting: Up to 5.00 p.m. (IST) on Wednesday, 26th August 2015
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.
- x. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- xi. 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 the 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 a 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.

Notice *contd.*

- 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 authorized representative(s), to the Scrutinizer 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 above mentioned 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 shall not be allowed to change it subsequently or cast the vote again.
 3. In case of any query / grievance pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. MRV Subrahmanyam of Karvy on contact no. (040) 6716 2222 or write to him at Karvy Computershare Private Limited (Unit: Cipla Limited), Karvy Selenium Tower B, Plot No.: 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.
 4. The Scrutinizer's decision on the validity of the votes shall be final and binding.
 5. The Scrutinizer, after scrutinising the votes cast through remote e-voting and InstaPoll, not later than 48 hours from the conclusion of the annual general meeting, 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 scrutinizer's report shall be placed on the website of the Company www.cipla.com and on the website of Karvy <https://evoting.karvy.com>. The results shall also be communicated to the Stock Exchanges.

Notice *contd.*

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS IN THE NOTICE DATED 9TH JULY 2015

Item No. 5 and 6: Ordinary Resolution

Ms. Samina Vaziralli, aged 39 years, is the daughter of Mr. M.K. Hamied, Non-Executive Vice-Chairman and niece of Dr. Y. K. Hamied, Non-Executive Chairman.

She is part of the core leadership team and has been with the Company since 2011. She has played a significant role in the Company's ongoing transformation journey. She has a good understanding of both operating levers of the business today and key drivers for future growth and sustainability.

She has been responsible for successfully incubating and shaping Cipla's Consumer Healthcare business as part of Cipla New Ventures. She has also recently taken on an expanded role leading global strategic alliance and enabling Cipla's people strategy and leadership development.

Her areas of expertise include strategy, business development and human resources function.

She has earlier worked with the investment management division of Goldman Sachs and brings diverse experience of working in the United States, the United Kingdom, and more recently India.

She holds a B.Com. degree from Mumbai University and has completed MSc in International Accounting and Finance from The London School of Economics and Political Science.

The Board of Directors as per the recommendation of Nomination and Remuneration Committee, appointed Ms. Samina Vaziralli as an Additional Director with effect from 10th July 2015 pursuant to section 161 of the Companies Act, 2013 read with the Company's Articles of Association. She holds the office up to the date of ensuing Annual General Meeting. The Company has received, along with the requisite deposit, a notice under section 160 of the Companies Act, 2013 in writing from a member proposing her appointment as a Director of the Company.

The Board of Directors also appointed Ms. Samina Vaziralli as a Whole-time Director of the Company designated as "Executive Director" under sections 196 and 197 read with Schedule V to the Companies Act, 2013 for a period of 5 years commencing from 10th July 2015 subject to the approval of members in the General Meeting.

Her last drawn salary (inclusive of all allowances and perquisites) was ₹10,35,659 per month and she was entitled to performance bonus of upto 25% of her annual salary.

As on the date of Notice, she holds 98,59,500 equity shares in the Company.

As on the date of Notice, she holds directorships in the following companies: Jay Precision Pharmaceuticals Private Limited and Twist Pharma Private Limited.

As on the date of Notice, she does not hold membership/chairmanship of any of the Committees of the Board in which she is a Director.

Agreement executed between the Company and Ms. Samina Vaziralli for her appointment as Whole-time Director is available for inspection at the Registered Office of the Company during normal business hours on all working days up to the date of ensuing Annual General Meeting. Copy of the agreement shall also be available for inspection at the Annual General Meeting.

Except Ms. Samina Vaziralli, Dr. Y. K. Hamied and Mr. M. K. Hamied and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in item nos. 5 and 6.

This Statement may be regarded as disclosure under Secretarial Standard - 2 and Clause 49 of the Listing Agreement.

Notice *contd.*

Item No. 7: Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. D. H. Zaveri as the Cost Auditor to audit the cost records of pharmaceutical products manufactured by the Company for the financial year ending 31st March 2016 on a remuneration of ₹9,00,000 plus applicable taxes as well as the reimbursement of out of pocket expenses incurred for the purpose of cost audit.

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 Auditors has to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors

Mital Sanghvi
Company Secretary

Mumbai, 9th July 2015

ANNEXURE 1

RELEVANT INFORMATION IN RESPECT OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER SECRETARIAL STANDARD - 2 AND CLAUSE 49 OF THE LISTING AGREEMENT IS AS UNDER:

Mr. Subhanu Saxena, aged 50 years has a BA (Hons) in Engineering Science from Oxford University and an MBA from INSEAD, Paris. A UK Citizen, Mr. Subhanu Saxena holds Overseas Citizen of India (OCI) card. He is fluent in English, Hindi and Sanskrit and has a working knowledge of French, German and Russian.

The Company had initially appointed Mr. Subhanu Saxena as the Chief Executive Officer of the Company with effect from 1st February 2013.

Mr. Subhanu Saxena was appointed as Managing Director of the Company designated as "Managing Director and Global Chief Executive Officer" for a period of five years commencing from 16th July 2013 and concluding on 15th July 2018 on the terms and conditions as stipulated in employment agreement dated 15th July 2013 and amendment to the employment agreement dated 15th July 2013 as approved by the members at the Annual General Meeting held on 22nd August 2013 and 3rd September 2014.

Mr. Saxena has rich work experience of over 25 years, in industries as varied as Fast Moving Consumer Goods (FMCG), consulting, banking and pharmaceuticals. Prior to joining the Company as Chief Executive Officer, he was working with Novartis AG, where he led the Global Product Strategy and Commercialization function, a position he held for three years.

The details of Board meetings attended by him during the year 2014-15 are stated in the Corporate Governance Report.

He is the Chairman of Risk Management Committee and Mergers and Acquisitions Committee of the Company. He is the member of Corporate Social Responsibility Committee of the Company.

He does not hold directorship in any other Company.

He is not related to any Director and other Key Managerial Personnel of the Company.

As on the date of Notice, Mr. Subhanu Saxena does not hold any equity share in the Company.

CIPLA LIMITED

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

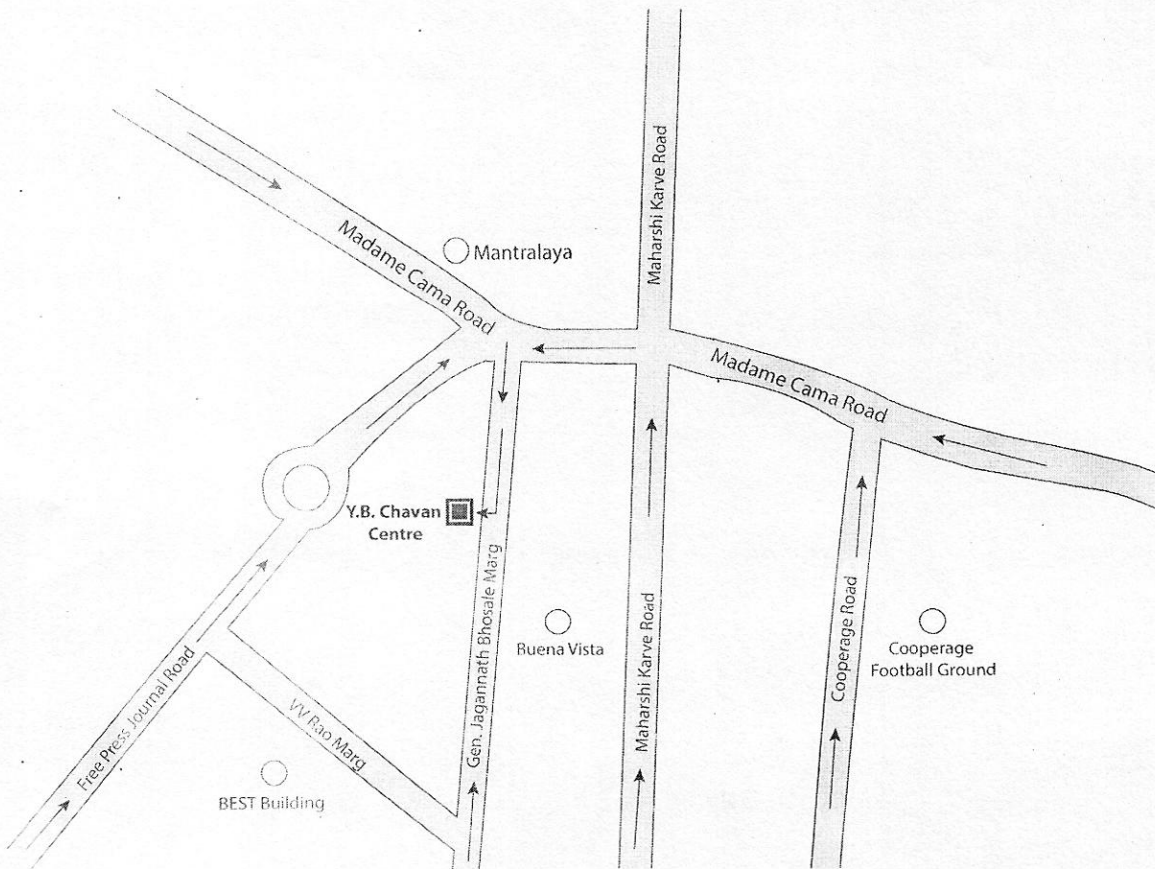
I/We record my/our presence at the Seventy-Ninth Annual General Meeting of the Company at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021 on Thursday, 27th August 2015.

Signature(s) of the Shareholder(s)/Proxy: _____



Route map to the venue of the AGM

■ Y. B. Chavan Auditorium,
General Jagannath Bhosale Marg,
Mumbai - 400 021.



CIPLA LIMITED

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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 above named Company, hereby appoint:

1. Name: _____ Email: _____

Address: _____

Signature: _____

or failing him

2. Name: _____ Email: _____

Address: _____

Signature: _____

or failing him

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 Seventy-Ninth Annual General Meeting of the Company, to be held on Thursday, 27th August 2015 at 3.00 p.m. at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
1	Consider and adopt: (a) the audited financial statement of the Company for the year ended 31 st March 2015, the reports of the Board of Directors and Auditors thereon. (b) the audited consolidated financial statement of the Company for the year ended 31 st March 2015 and the report of the Auditors thereon.
2	Declaration of Dividend
3	Re-appointment of Mr. Subhanu Saxena retiring by rotation
4	Re-appointment of Auditors and fixing their remuneration
5	Appointment of Ms. Samina Vaziralli as a Director of the Company
6	Appointment of Ms. Samina Vaziralli as Whole-time Director designated as Executive Director of the Company
7	Approval of remuneration of the Cost Auditor

Signed this _____ day of _____ 2015



Signature of the proxy holder

Signature(s) of the Shareholder(s)

Notes:

- 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.**
- 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.**
- 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.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.