NOTICE

NOTICE is hereby given that the SEVENTY-SIXTH ANNUAL GENERAL MEETING of CIPLA LIMITED will be held at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020, on Friday, 17th August 2012 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2012, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

2. To declare Dividend for the year ended 31st March 2012.

3. To appoint a Director in place of Dr. H.R. Manchanda who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. V.C. Kotwal who retires by rotation and being eligible, offers himself for re-appointment.

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

   "RESOLVED THAT M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Reg. No. 109208W), together with 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 the Board of Directors of the Company be and is hereby authorised to appoint Auditors for the Company's branch office(s) (whether now or as may be established) in terms of section 228 of the Companies Act, 1956 in consultation with the Auditors of the Company to examine and audit the accounts for the financial year ending on 31st March 2013 upon such remuneration, terms and conditions as the Board of Directors may deem fit."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of sections 257, 260 and other applicable provisions of the Companies Act, 1956 read with those under Article 129 of the Company's Articles of Association, Dr. Ranjan Pai, an Additional Director holding the 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."

By Order of the Board of Directors

Mital Sanghvi
Company Secretary

Mumbai, 7th June 2012

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   Proxies, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

2. The Explanatory Statement pursuant to section 173 of the Companies Act, 1956 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 Friday, 3rd August 2012 to Friday, 17th August 2012, both days inclusive.

4. The dividend for the year ended 31st March 2012 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 Thursday, 2nd August 2012. In respect of shares held in electronic 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.

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)

   Plot No.17-24, Vittal Rao Nagar,

   Madhapur, Hyderabad-500 081.

   Tel: (040) 2342 0818 / (040) 4465 5201

   Fax: (040) 2342 0814

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 through National Electronic Clearing Service (NECS) as directed by the Stock Exchanges. In the absence of NECS 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 2B 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.

   Consequent to the amendment 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 2004 have been transferred by the Company to IEPF.

   Members may note that unclaimed dividend for the financial year ended 31st March 2005 shall become due for transfer to IEPF on 2nd October 2012. 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 2005, are requested to claim it from the 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 Clause 49 of the Listing Agreement, the relevant information in respect of the Directors seeking re-appointment at the Annual General Meeting is enclosed as Annexure 1.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 SETTING OUT ALL MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS IN THE NOTICE DATED 7TH JUNE 2012

Item No.6: Ordinary Resolution

The Board of Directors had appointed Dr. Ranjan Pai as an Additional Director with effect from 14th November 2011 holding office up to the date of ensuing Annual General Meeting. The Company has received, along with the requisite deposit, a notice under section 257 in writing from some of its members proposing his appointment as a Director of the Company.

Dr. Ranjan Pai is the Founder and Chief Executive Officer of the Manipal Education and Medical Group (MEMG), a diversified group focusing on Education, Healthcare and Research. He is a graduate of medicine from the Kasturba Medical College, Manipal after which he obtained a Fellowship in Hospital Administration in the United States. He has vast experience in the area of Healthcare, Research and Education.

He is not related to any other Director of the Company. As on the date of this Notice he holds 1,025 equity shares of ₹2 each in the Company.

As on the date of this Notice, he also holds directorships of the following companies: Manipal Health Systems Private Limited; Manipal Global Education Services Private Limited; MEMG International India Private Limited; MEMG Holdings Private Limited; Sacred Hospitality Company Private Limited; Manipal Healthcare Private Limited; Manipal Acunova Limited; SEZ Developers Bangalore Private Limited; Manipal Cure and Care Private Limited; Manipal Institute of Regenerativ Medicine; Manipal Education and Medical Group India Private Limited; Manipal Health Enterprises Private Limited; MEMG International Limited; MNI Ventures; Manipal Global Health Services; Aarin Capital Partners; Cypress Holdings; Manipal Research & Management Services International; Manipal Academic Services International; Stempeutics Research International; JVMC Corporation Sdn. Bhd and Manipal Education Americas LLC.

As on the date of this Notice, he holds membership of Board Committees of the following companies: Manipal Global Education Services Private Limited (Investment Committee, Compensation Committee and Nomination Committee) and Manipal Health Enterprises Private Limited (Audit Committee and Compensation Committee).

Except for Dr. Ranjan Pai, none of the other Directors of the Company are concerned or interested in the resolution.

By Order of the Board of Directors

Mital Sanghvi
Company Secretary

Mumbai, 7th June 2012

ANNEXURE 1

RELEVANT INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IS AS UNDER:

A. Dr. H.R. Manchanda

Dr. H.R. Manchanda has done his M.B.B.S. from Mumbai University in the year 1951. He has also completed his F.R.C.S. from England and did his second F.R.C.S. from Edinburgh. He is a consultant surgeon at Breach Candy Hospital since 1960. He was on the panel of physicians for USA Visa work at Breach Candy Hospital.

He was the Professor of Surgery and Head of Surgery at J. J. Hospital and Grant Medical College during the period 1960-85. He has been a postgraduate examiner for Mumbai University and was a Board Member of The Haffkine Institute. He has worked with leading hospitals both in India and abroad.

Nature of expertise in specific functional areas: General Surgery with special interest in Colorectal, Gastroenterological, Neck and Breast Surgery. He is the author of several articles on recent advances in treatment of Haemorrhoidal Surgery and Prolapse of Rectum.

He joined the Board of Directors of the Company in 1983. He is a member of Investors' Grievance Committee and Share Committee of the Company.

He is not related to any other Director of the Company.

He does not hold directorship of any other company. As on the date of this Notice, he holds 2,00,000 equity shares of ₹2 each in the Company.

B. Mr. V.C. Kotwal

Mr. V.C. Kotwal is a senior advocate of Bombay High Court. He is a Science & Law graduate from Mumbai University. He has been in the legal profession since the year 1961 and has been designated as Senior Advocate since the year 1983.

Nature of expertise in specific functional areas: Civil Law, Commercial Law, Admiralty & Shipping Litigation and Arbitration.

He joined the Board of Directors of the Company in 1989.

He is not related to any other Director of the Company.

He does not hold directorship of any other company. As on the date of this Notice, he does not hold any equity share in the Company.

By Order of the Board of Directors

Mital Sanghvi
Company Secretary

Mumbai, 7th June 2012