

Cipla Health Limited

Regd. Off.: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West)
Mumbai - 400070

Corporate Identity Number: U24100MH2015PLC267880

Tel.: 022 - 62453800, Email: cipla.secretarial@cipla.com Website: <http://www.ciplahealth.in/>

CIPLA HEALTH LIMITED

Registered Office: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg,
Kurla (West) Mumbai - 400070. Phone: 022 – 62453800 Email: cipla.secretarial@cipla.com

Corporate Identity Number: U24100MH2015PLC267880 Website: <http://www.ciplahealth.in/>

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of Cipla Health Limited will be held on Monday, 17th August 2020 at 12 noon through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.

Special Business:

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

1. Amendment to Cipla Health Employee Stock Option Scheme 2016:

“Resolved that pursuant to the provisions of section 62(1)(b) of the Companies Act 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and in partial modification to the resolution passed by the Board of Directors dated 21st March 2016 and 22nd December 2016 and member’s special resolution dated 22nd March 2016 and 23rd December 2016, approval of the members be and is hereby accorded to the Company to amend Cipla Health Employee Stock Option Scheme 2016 (“CHL ESOS 2016”).

Resolved further that the following clauses in CHL ESOS 2016 shall stand amended in the manner provided below:

- (i) Reference of the “Companies Act, 1956” shall stand deleted;
- (ii) Clause 2.1 (xxxi) and Clause 4.2(f) shall stand deleted;
- (iii) The definition of “Compensation Committee” shall be substituted with the following:
 - (vi) “**Compensation Committee**” means a committee of the Board constituted by the Board from time to time to administer and implement CHL ESOS 2016;
- (iv) The following definition shall be inserted in the ‘definitions’ after (xvii):
 - (xviii) “**IPO Committee**” means such committee as constituted by the Board of Directors to administer or implement the IPO of the Company;
- (v) In the definition of “Liquidity Event” for the word ‘buyback’ the word ‘transfer’ shall be substituted in clause (iii);
- (vi) The definition of Recognized Stock Exchange shall be replaced by the following definition:

“Recognized Stock Exchange” means recognized stock exchange as defined under sub section 73 of section 2 of the Companies Act 2013

Cipla Health Limited

Regd. Off.: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West)
Mumbai - 400070

Corporate Identity Number: U24100MH2015PLC267880

Tel.: 022 - 62453800, Email: ciplasecretarial@ciplacipla.com Website: <http://www.ciplahealth.in/>

- (vii) In clause 3.1 for the words *"The shareholder of the Company in their meeting on March 15, 2016 have resolved to issue to Option Grantees under CHL ESOS 2016, not more than such number of Options as approved in this behalf"* the following words shall be substituted *"The total pool of options approved by the shareholders of the Company is 1,90,000 stock options"*.
- (viii) In clause 4.2 the following words shall stand deleted: *"and the Investment Agreement dated November 27, 2015 entered into amongst the Company and certain shareholders of the Company,"*
- (ix) The existing Clause 4.2(c) shall be substituted with the following provision:
The procedure for making a fair and reasonable adjustment (including adjustment to the number of options and / or the exercise price) in case of corporate actions, including without limitation, merger, sale of division, stock split / consolidation, rights issue and bonus issues;
- (x) The existing Clause 8.6 shall be substituted by the following provision:
"8.6 Buy –Back of shares by the Company
If prior to listing of Shares on a recognized stock exchange, the Board / Compensation Committee is willing to provide liquidity to the Option Grantee in full or in part, then Option Grantees shall have the option to exercise Vested Options and sell the Shares to the Company as per the terms and conditions of the buy-back. The terms and conditions and the price of buy-back by the Company, will be at FMV.

Resolved further that Mr. Shivam Puri, Chief Executive Officer, and Mr. Siddharth Jain, Company Secretary be and are hereby severally authorised to do all such acts, deeds, things, matters as may be considered necessary for giving effect the aforesaid resolution.

By order of the Board of Directors

Date : 14th August 2020

Place : Mumbai

Sd/-

Siddharth Jain
Company Secretary

Cipla Health Limited

Regd. Off.: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West)
Mumbai - 400070

Corporate Identity Number: U24100MH2015PLC267880

Tel.: 022 - 62453800, Email: cipla.secretarial@cipla.com Website: <http://www.ciplahealth.in/>

NOTES:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM.

1. In compliance with the aforesaid MCA Circulars, as the email ids of all the members were registered with the Company, the Notice of the Meeting is being sent through electronic mode to all the Members.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes at the EGM.
3. The members can ask / pose questions at the time of the meeting or can send their queries / questions at cipla.secretarial@cipla.com
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for the members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
5. In case of poll is demanded, the members are requested to cast their vote on cipla.secretarial@cipla.com. The members can cast their vote by sending their emails on the aforesaid email id.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company doesn't have any shareholder which is categorised as institutional investors as on the date of circulation of the notice.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 is annexed hereto.

Cipla Health Limited

Regd. Off.: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West)
Mumbai - 400070

Corporate Identity Number: U24100MH2015PLC267880

Tel.: 022 - 62453800, Email: cipla.secretarial@cipla.com Website: <http://www.ciplahealth.in/>

10. The members can request for the documents referred to in the Notice calling the EGM and the Explanatory Statement by sending a request on cipla.secretarial@cipla.com

PROCEDURE TO JOIN THE MEETING:

The meeting shall be held through Microsoft Teams platform. The members can join the meeting using the below mentioned link, alternatively, the meeting link can be accessed from your teams' calendar. In case of any technical issues the members are requested to contact on +91 8008558066.

[Join Microsoft Teams Meeting](#)

[Learn more about Teams](#) | [Meeting options](#)

Cipla Health Limited

Regd. Off.: FOFB-11, B Wing, Fourth Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West)
Mumbai - 400070

Corporate Identity Number: U24100MH2015PLC267880

Tel.: 022 - 62453800, Email: cipla.secretarial@cipla.com Website: <http://www.ciplahealth.in/>

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS CONCERNING THE BUSINESS(ES) TO BE DEALT AT THE ENSUING EXTRA ORDINARY GENERAL MEETING AS STATED IN THE NOTICE DATED 14TH AUGUST 2020:

Item No: 1 – Special Resolution

The Company wants to implement and administer CHL ESOS 2016 directly rather than through the Trust and therefore proposes to amend the CHL ESOS 2016 accordingly. Since the implementation of the CHL ESOS 2016 through trust route will not serve any useful purpose, it is proposed to amend the CHL ESOS 2016 by realigning it as per the provisions of the Companies Act 2013 and to delete/modify (as appropriate) the provisions relating to implementation of the CHL ESOS 2016 through the trust route such that implementation and administration of the CHL ESOS 2016 is undertaken directly by the Company. Accordingly, upon exercise of stock options by the option holders in accordance with the CHL ESOS 2016, the Company will issue and allot shares from the unissued share capital directly to the employees instead of using the trust route.

The Board recommends the resolutions at Item No. 1 for approval of the members of the Company by way of a special resolution.

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

By order of the Board of Directors

Place : Mumbai
Date : 14th August 2020

Sd/-
Siddharth Jain
Company Secretary