

SUSTAINABILITY COUNCIL

PURPOSE

To advise, steer and foster sustainable business practices at Cipla.

Composition

The Chief Technology Officer – Chairperson	
• Head EHS – Secretary to the Committee	• Head Quality
• Company Secretary	• Head Internal Audit
• Head Communication	• Finance controller/s
• Head Procurement	• Head CSR
• Head Engineering	• Head Strategy
• Head API	• IPD R&D Leader
• Head Formulation	• Head HR

SCOPE AND LIMITATION

The Scope of the Sustainability Governance Council (**Council**) shall be limited to the non-financial aspects and resources across Cipla and all its subsidiaries, plants and offices at all locations.

ROLE AND RESPONSIBILITIES

- 1) To identify, develop, define goals and targets that are specific, measurable, attainable, relevant and time-bound, across the value chain;
- 2) To develop, roll-out, update and modify the sustainability strategy in line with the goals and targets;
- 3) To define and establish a governance model for seamless and effective implementation of the sustainability strategy and achievement of goals and targets;
- 4) To approve, modify, withdraw, implement, suspend, all policies and codes pertaining to sustainability;
- 5) To review and approve setting-up of a data management systems for accurate collation and analysis of data;
- 6) To monitor and review the performance against the set goals and targets;
- 7) To review and approve all external sustainability disclosures (DJSI, Investor ESG disclosures etc.);
- 8) To drive collaborative approach by engaging external stakeholders.
- 9) To create internal governance through Internal Audit and partners.

Key focus areas of the members of the group will be as follows with responsibilities to be defined:

Focus Areas	Responsibility
Energy & Carbon emissions	Head - EHS / Engineering
Water	Head Engineering
Waste	Head – EHS
Sustainable Procurement (Supply chain and Packaging)	Head Procurement
Quality	Head Quality
Sustainable manufacturing	Head API and Formulation
Governance and Disclosure	Company Secretary
Branding, Communication and awareness	Head Communication
CSR	Head CSR
Ethics, Risk, Internal Audit, HR	Head Internal Audit & Head HR
Strategy	Head Manufacturing Strategy & Operational Excellence
Finance	Finance controller
Sustainable Development - R&D	IPD R&D Leader
External CMO	CMO Supply Chain Manufacturing
Transport & Distribution	Logistics Supply Chain

GOVERNANCE

- Chief Technology Officer shall act as Chairperson of the Council; Head-EHS shall act as the Secretary of the Council;
- The Council shall work under the supervision of the Management Council;
- The Chairperson shall represent the Council at the Management Council and may invite any member of the Council for assistance; The Chairperson shall have the right to induct any new members or modify the composition of the Council at any time;
- The Council shall meet bi-monthly (i.e., once in every two months);
- The Secretary shall be responsible for drafting agenda of meeting and circulating meeting minutes to the Council members within two working days of the meeting;

REVIEW

- The Council shall conduct an annual review in April 2021 of its performance and effectiveness to this Charter and thereafter at least once every year.