

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

TITLE:

This Policy shall be called ‘Policy for Determining Material Subsidiaries’.

COMMENCEMENT:

This Policy initially came into effect from 1st October, 2014 pursuant to clause 49 of the Listing Agreement. The Board at its meeting held on 6th November, 2019 amended this policy to ensure effective governance of Material subsidiaries of the Company.

The Policy has been further amended by the Board of Directors on 28th January, 2025 to incorporate the amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2024 vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December 2024. As per amended regulations, the unlisted material subsidiaries are now determined on the basis of turnover instead of income.

PURPOSE:

The purpose of this policy is to lay down criteria for identification and dealing with Material subsidiary(ies) and to formulate a governance framework for subsidiary(ies) of Cipla Limited.

DEFINITIONS:

- a. **“Company”** means Cipla Limited.
- b. **“Board”** shall mean Board of Directors of Cipla Limited.
- c. **“Turnover”** shall mean turnover in terms of Section 2(91) of the Companies Act, 2013.
- c. **“Subsidiary Company or Subsidiary”** means a subsidiary company as defined under 2(87) of the Companies Act, 2013.
- d. **“Material Subsidiary”** shall mean a subsidiary, whose turnover or net worth exceeds 10% percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- e. **“Material Unlisted Subsidiary”** shall mean an unlisted subsidiary, whose turnover or net worth exceeds 10% percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- f. **“Net Worth”** means net worth as defined under Section 2(57) of the Companies Act, 2013.

GOVERNANCE OF MATERIAL SUBSIDIARIES:

I. Review of list of Material subsidiaries

The list of Material subsidiaries of the Company shall be placed before the Audit Committee for their review on an annual basis.

II. Disposal of shares or assets of Material subsidiary

- a. The Company shall not dispose of shares in any Material Subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over such subsidiary without passing a special resolution in its general meeting or through postal ballot.
- b. The Company shall not sell, dispose of or lease out assets amounting to more than 20% of the assets of any Material Subsidiary on an aggregate basis during the financial year without prior approval of shareholders by way of special resolution.

Provided that the provisions of Para II (a) & (b) shall not be applicable if the divestment or sale or disposal or lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

III. Secretarial Audit

All Material Unlisted Subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice who is competent to issue such report under applicable laws.

IV. Appointment of Independent Directors

Based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board shall nominate at least one independent director of the Company on the Board of the Material Unlisted Subsidiary.

For the purpose of the above provision “Material subsidiary” shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

GOVERNANCE OF ALL SUBSIDIARIES:

V. Matters to be reviewed by the Board of Directors

- a. The minutes of the Board meetings of the Unlisted Subsidiaries.

- b. Statement of all significant transactions and arrangements entered into by the unlisted subsidiaries.
- c. A statement containing salient features of the financial statement of its subsidiaries and associate companies (on an annual basis).

VI. Matters to be reviewed by the Audit Committee

- a. Financial statements of subsidiaries, in particular, the investments made by the unlisted subsidiaries.
- b. Utilization of loans and/ or advances from/investment in subsidiaries exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
- c. Any transaction between the Company and its subsidiary(ies) shall be entered into in accordance with the policy on dealing with related party transactions of the Company.

VII. Matters to be recommended by the Investment and Risk Management Committee and Board

- a. Investments, acquisitions or divestment by any of Cipla subsidiaries / associates / joint ventures in any legal entity outside the Cipla group.
- b. The Investment and Risk Management Committee shall review and provides its recommendations on any purchase, sell or disposal of Intellectual Property Rights or other assets and in-licensing deals by any of its subsidiaries / associates / joint ventures for Rs. 175 crore or more but upto Rs. 525 crore. The Board of the Company shall provide its recommendation to the subsidiaries / associates / joint ventures for the said proposals exceeding Rs. 525 crore.

INTERPRETATION:

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or rules and regulations made thereunder, or any other relevant legislation / law applicable to the Company. In case of any conflict between the law and the policy, the law shall prevail.

AMENDMENTS:

The policy is a public document and shall be uploaded on the website of the Company. The Board shall have the power to amend the policy or replace the policy entirely with a new policy. However, the Company Secretary and Global Chief Financial Officer are jointly authorized provide clarifications or to amend the Policy to give effect to any changes / amendments notified by the Securities Exchange Board of India. Consequently, the policy shall be placed before the Board for their noting and ratification.
