

29th May, 2025

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| <p>(1) BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 500087</p> | <p>(2) National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, 5th floor
Plot no. C/1, G Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Scrip Code: CIPLA</p> |
| <p>(3) SOCIETE DE LA BOURSE DE
LUXEMBERG
Societe Anonyme
35A Boulevard Joseph II
L-1840 Luxembourg</p> | |

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year 2024-25 issued by M/s BNP & Associates, Practising Company Secretaries.

This will also be hosted on the Company's website, at www.cipla.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Cipla Limited**

Rajendra Chopra
Company Secretary

Encl: As above

Prepared by: Chirag Hotchandani

Secretarial Compliance Report of Cipla Limited For The Financial Year Ended 31st March, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Cipla Limited (CIN: L24239MH1935PLC002380)** (hereinafter referred as "the Listed Entity"), having its Registered Office at Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanations provided by the Listed Entity,
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

for the year ended 31st March, 2025 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extent applicable)
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations");
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and the circulars/ guidelines issued thereunder, hereinafter collectively referred as "SEBI Regulations".



And based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (PCS) (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports) (b)	Observations made in the Secretarial Compliance report for the year ended (c)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (d)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity (e)	Remedial actions, if any, taken by the listed entity (f)	Comments of the PCS on the actions taken by the listed entity (g)
None						



We hereby report that during the review period, the compliance status of the Listed Entity with the following requirements is as follows:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<u>Adoption and timely Updation of the Policies:</u> - All applicable policies under the SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity. - All the policies are in conformity with the SEBI Regulations and have been reviewed and timely updated on time, as per the regulations/circulars/guidelines issued by the SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> - The Listed Entity is maintaining a functional website - Timely dissemination of the documents/information under a separate section on the website - Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	None
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of the Listed Entity have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	Yes	None



6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under the SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under the SEBI Listing Regulations.	Yes	None
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in the SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of the Audit Committee for all the Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reason along with confirmation whether the transaction were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	None No such instances observed
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI Listing Regulations within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the Listed Entity/its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by the SEBI through various circulars) under the SEBI Regulations and circulars/ guidelines issued thereunder.	NA	None
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed	NA	None



	Entity and/or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI Listing Regulations by the Listed Entity.		
13.	<u>Additional non-compliances, if any:</u> No non-compliance was observed of any SEBI regulation/circular/guidance note etc.	NA	None

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI Listing Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 28th May, 2025

Place: Mumbai



**For BNP & Associates
Company Secretaries**
[Firm Regn. No. P2014MH037400]
[PR No.:- 6316/2024]

Avinash Bagul
Partner
FCS: 5578/ CP No. 19862
PR No. 637/2019
UDIN: F005578G000474233