

19<sup>th</sup> October, 2021

SOCIETE DE LA BOURSE DE LUXEMBOURG  
Societe Anonyme  
35A Boulevard Joseph II,  
L-1840 Luxembourg

**Sub: Compliance Report on Corporate Governance**

Dear Sir/ Madam,

As per Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the compliance report on corporate governance for the quarter and half year ended 30<sup>th</sup> September 2021.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For **Cipla Limited**

**Rajendra Chopra**  
**Company Secretary**

Encl: as above

Prepared by: Raviraj Soni

**General information about company**

Scrip code	500087
NSE Symbol	CIPLA
MSEI Symbol	NOTLISTED
ISIN	INE059A01026
Name of the entity	CIPLA LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg-17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Y. K. Hamied	AAAPH4309K	00029049	Non-Executive - Non Independent Director	Chairperson related to Promoter		25-07-1936	Yes	30-08-2018	21-07-1972	01-04-2013		1	0	0	0			
2	Mr	M. K. Hamied	AAAPH4081Q	00029084	Non-Executive - Non Independent Director	Not Applicable		23-10-1940	Yes	30-08-2018	16-08-1977	25-08-2021		1	0	0	0			
3	Ms	Samina Hamied	AABPH1131J	00027923	Executive Director	Not Applicable		01-12-1975	NA		10-07-2015	10-07-2020		1	0	0	0			
4	Mr	Umang Vohra	AAFV9119A	02296740	Executive Director	Not Applicable		04-11-1971	NA		01-09-2016	01-04-2021		1	0	0	0			

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairpersons in Audit Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	S. Radhakrishnan	AAVPS1468F	02313000	Non-Executive - Non Independent Director	Not Applicable		27-04-1957	NA		12-11-2010	27-08-2020			1	0	2	0
6	Mr	Ashok Sinha	AAZPS2933F	00070477	Non-Executive - Independent Director	Not Applicable		15-02-1952	NA		03-09-2014	03-09-2019		85	4	4	6	5
7	Mr	Adil Zainulbhai	AAFZ3485K	06646490	Non-Executive - Independent Director	Not Applicable		18-12-1953	NA		03-09-2014	03-09-2019		85	5	5	9	5
8	Mr	Peter Mugyenyi	FEMPM9113R	06799942	Non-Executive - Independent Director	Not Applicable		06-06-1948	NA		03-09-2014	03-09-2019		85	1	1	1	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
9	Ms	Punita Lal	ABQPL3616A	03412604	Non-Executive - Independent Director	Not Applicable		26-10-1962	NA		13-11-2014	13-11-2019		83	1	1	0	0
10	Ms	Naina Lal Kidwai	AFNPK5462N	00017806	Non-Executive - Independent Director	Not Applicable		16-04-1957	NA		06-11-2015	06-11-2020		71	3	3	4	1
11	Mr	Robert Stewart	ZZZZZ9999Z	03515778	Non-Executive - Independent Director	Not Applicable		03-05-1967	NA		14-05-2021			5	1	1	0	0
12	Mr	P R Ramesh	AAEPR0022P	01915274	Non-Executive - Independent Director	Not Applicable		17-01-1955	NA		01-07-2021			3	4	3	5	2

**Text Block**

Textual Information(1)

Mr. Robert Stewart is a foreign national and does not hold PAN.

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00070477	Ashok Sinha	Non-Executive - Independent Director	Chairperson	16-07-2013		
2	02313000	S. Radhakrishnan	Non-Executive - Non Independent Director	Member	11-11-2010		
3	00017806	Naina Lal Kidwai	Non-Executive - Independent Director	Member	11-12-2015		
4	06646490	Adil Zainulbhai	Non-Executive - Independent Director	Member	07-02-2019		
5	01915274	P R Ramesh	Non-Executive - Independent Director	Member	01-07-2021		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03412604	Punita Lal	Non-Executive - Independent Director	Chairperson	30-01-2015		
2	06646490	Adil Zainulbhai	Non-Executive - Independent Director	Member	23-07-2014		
3	02313000	S. Radhakrishnan	Non-Executive - Non Independent Director	Member	08-08-2020		
4	06799942	Peter Mugyenyi	Non-Executive - Independent Director	Member	07-02-2019	05-08-2021	
5	03515778	Robert Stewart	Non-Executive - Independent Director	Member	05-08-2021		



<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017806	Naina Lal Kidwai	Non-Executive - Independent Director	Chairperson	11-12-2015		
2	06646490	Adil Zainulbhai	Non-Executive - Independent Director	Member	23-05-2019		
3	02313000	S. Radhakrishnan	Non-Executive - Non Independent Director	Member	23-07-2014		
4	06799942	Peter Mugyenyi	Non-Executive - Independent Director	Member	05-08-2021		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027923	Samina Hamied	Executive Director	Chairperson	14-08-2015		
2	02296740	Umang Vohra	Executive Director	Member	01-09-2016		
3	02313000	S. Radhakrishnan	Non-Executive - Non-Independent Director	Member	29-09-2014		
4	00070477	Ashok Sinha	Non-Executive - Independent Director	Member	09-02-2017		
5	00017806	Naina Lal Kidwai	Non-Executive - Independent Director	Member	09-02-2017		
6	03515778	Robert Stewart	Non-Executive - Independent Director	Member	14-05-2021		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029084	M. K. Hamied	Non-Executive - Non Independent Director	Chairperson	13-03-2014		
2	02313000	S. Radhakrishnan	Non-Executive - Non Independent Director	Member	13-03-2014		
3	06646490	Adil Zainulbhai	Non-Executive - Independent Director	Member	23-07-2014		
4	03412604	Punita Lal	Non-Executive - Independent Director	Member	30-01-2015		
5	02296740	Umang Vohra	Executive Director	Member	01-09-2016		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	14-05-2021				Yes	11	6
2	24-05-2021		9		Yes	10	6
3		05-08-2021	72		Yes	5	7

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	05-05-2021				Yes	4	3
2	Audit Committee	13-05-2021	7			Yes	4	3
3	Audit Committee	02-08-2021	80			Yes	5	4
4	Audit Committee	04-08-2021	1			Yes	5	4
5	Nomination and remuneration committee	14-05-2021				Yes	4	3
6	Nomination and remuneration committee	29-07-2021	75			Yes	4	3

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	13-05-2021				Yes	5	2
8	Risk Management Committee	04-08-2021	82			Yes	6	3
9	Stakeholders Relationship Committee	12-05-2021				Yes	3	2
10	Stakeholders Relationship Committee	04-08-2021	83			Yes	2	1
11	Corporate Social Responsibility Committee	12-05-2021				Yes	5	2
12	Corporate Social Responsibility Committee	29-07-2021	77			Yes	5	2

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Rajendra Chopra
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Rajendra Chopra
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Signatory Details**

Name of signatory	Rajendra Chopra
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-10-2021