



CIPLA LIMITED
POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

[Pursuant to Companies Act, 2013 and Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Policy approved by the Board on: 10 October 2014
Revised Policy approved by the Board on: 22 May 2018
Effective Date: 1 June 2018

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POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

1. Background

- 1.1 Cipla Limited (the Company / Cipla) is a global pharmaceutical company and presently has operations in over 80 countries either directly or through its subsidiaries, joint ventures and associates. In the normal course of business, Cipla enters transactions with Related Parties across the globe to meet its business objectives. Thus, Related Party Transactions are indispensable for the Company. The Related Party may have potential or actual conflicts of interests. Cipla has always followed the highest standards of ethics, governance and transparency to conduct its business activities including Related Party Transactions adhering to an appropriate governance framework. Cipla ensures that its Related Party Transactions are in the best interest of the Company and the relationship with Related Parties does not in any way influence the transactions.
- 1.2 The Companies Act 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') prescribe comprehensive regulatory framework governing the Related Party Transactions. The Act and the SEBI LODR also require the Companies to adopt comprehensive policy on dealing with the Related Parties.
- 1.3 In the context of above, in compliance with the provisions of the Act and SEBI LODR, on recommendations of the Audit Committee, the Board of Directors of Cipla has adopted this revised Policy on Materiality and Dealing with Related Party Transactions ('the Policy') on May 22, 2018. The Policy shall be effective from June 1, 2018.
- 1.4 The Policy inter-alia encompasses process for identification of related parties, procedure for entering into related party transactions, approval at various levels, disclosures and reporting obligations, criteria and procedure for approving Related Party Transactions, etc.

2. Important Definitions

- 2.1 **"Related Party"** means a person or an entity defined as related party under Section 2(76) of the Act, SEBI LODR or under the applicable accounting standards and include subsidiary, associate, joint ventures, key managerial personnel and their relatives, directors and their relatives, promoter and promoter group entities.
- 3.1 **"Related Party Transaction"** means transfer of assets, resources including financial facilities, services or obligations between the Company and a Related Party, regardless of whether a price is charged. A transaction with a related party shall be construed to include single transaction or a group of transactions in a contract.
- 2.2 **'Arm's length transaction'** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.
- 2.3 **"Material Related Party Transaction"** means a transaction with a Related Party, where the transaction(s) to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.
- 2.4 **"Annual Consolidated Turnover"** is the gross amount of revenue recognized in the statement of profit and loss from the sale, supply or distribution of goods or on account of services rendered or both, during a financial year as per the latest consolidated financial statement of the Company.
- 2.5 **"Management"** means and includes either of Managing and Global Chief Executive Officer, Executive Director(s), the Global Chief Financial Officer and one level below the Global Chief Financial Officer.

2.6 **“Relative”**, is any person who is related to another, if—

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in the following manner, namely:
 - a. Father (the term “Father” includes step-father)
 - b. Mother (the term “Mother” includes the step-mother)
 - c. Son (the term “Son” includes the step-son)
 - d. Son’s wife
 - e. Daughter
 - f. Daughter’s husband
 - g. Brother (the term “Brother” includes the step-brother)
 - h. Sister (the term “Sister” includes the step-sister.)

2.7 **“Ordinary course of business”** if transactions satisfy any of the following criteria, such transactions will be generally in the ordinary course of business:

- I. The memorandum of Association of the Company should cover such transaction;
- II. There are previous instances of the Company having carried out such transaction;
- III. These transactions are frequent over a period of time;
- IV. The transaction should be in furtherance of the business objectives of the Company;
- V. The transactions, if not frequent, are important to the business objectives of Cipla;
- VI. The transactions are incidental to pharma industry/ part of standard industry practice or but for which the business would be adversely affected;

This is not exhaustive criteria and the Company should assess each transaction considering its specific type, nature, value and circumstances.

Explanation: Any words used in the Policy but not defined herein shall have the same meaning ascribed to it in the Act or Rules made thereunder, SEBI LODR, Indian Accounting Standards or any other relevant legislation / law applicable to the Company.

3. Interpretation

- 3.1 In any circumstances, where the terms of the Policy differ from any existing or enacted Law(s), Rule(s), Regulation(s) governing the Company, then such Law(s), Rule(s) or Regulation(s) shall prevail over this Policy.
- 3.2 In case of any dispute or difference upon the meaning/interpretation of any provision in the Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term / provision, the Audit Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

4 Identification of Related Parties and the Related Party Transactions

- 4.1 Every Director and Key Managerial Personnel (KMP) shall, at the time of appointment, annually and whenever there is any change in the information already submitted, provide requisite information about all persons, firms, entities in which he is interested whether directly or indirectly, to the Company Secretary.

- 4.2 On the basis of the above referred information received and basis the Act and SEBI LODR a consolidated list of related parties shall be prepared.
- 4.3 The potential transactions with the Related Parties, as per the above-mentioned list, shall be identified and a comprehensive proposal shall be submitted with details as per clause 6.2 of this Policy for requisite prior approval.

5 Approval of the Related Party Transactions

5.1 Approval of the Audit Committee

- 5.1.1 All Related Party Transactions, subject to clause 5.1.2 of this Policy shall require prior approval of the Audit Committee, whether at a meeting or by resolution passed by circulation.
- 5.1.2 Related Party Transactions with the wholly owned subsidiaries are exempted from any approval requirement and would require only periodical reporting, preferably on quarterly basis.
- 5.1.3 The Audit Committee may also grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company, which are routine and repetitive in nature, if the transactions satisfy the following conditions:
- I. Such related party transactions are repetitive in nature.
 - II. Specific need of such omnibus approval i.e. the transactions are in the best interest of the Company.
- 5.1.4 The omnibus approval shall specify (a) the name/s of the related party, (b) nature of transaction, (c) duration/period of transaction, (d) maximum amount of transaction that can be entered into, (e) the indicative base price / current contracted price and the formula for variation in the price, if any and (f) such other conditions as the Audit Committee may deem fit;
- 5.1.5 Where the need for Related Party Transaction cannot be foreseen and the aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One crore per transaction.
- 5.1.6 Such omnibus approval shall be based on the criteria specified in clause 6.1 of this Policy.
- 5.1.7 Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.
- 5.1.8 In case the Committee does not approve any transaction, then it shall make its recommendations to the Board.
- 5.1.9 In case any member of the Committee is interested in any potential Related Party Transaction, such member shall abstain from voting when such transaction is being considered.

5.2 Approval of the Board of Directors

The following Related Party Transactions shall be subject to prior approval of Board of Directors:

- 5.2.1 All kinds of transactions with the Related Parties which are not in the ordinary course of business or not executed at an arm's length shall require approval of the Board of Directors by way of a resolution at a meeting of the Board.

- 5.2.2 Transactions which are not approved by the Audit Committee or in the opinion of the Audit Committee need special consideration / determination by the Board, may be recommended to the Board for its approval.
- 5.2.3 Where it is mandatory under any law for Board to approve the Related Party Transactions.
- 5.2.4 Related Party Transactions, in which the Directors or the Key Managerial Personnel, are concerned or interested.
- 5.2.5 Where any director is concerned or interested in any potential Related Party Transaction, such director shall abstain from voting when such transaction is being considered.

5.3 Approval of the Shareholders of the Company

- 5.3.1 The following Related Party Transactions shall be subject to prior approval of shareholders of the company by way of a resolution:

- I. All Material Related Party Transactions;
- II. Related Party Transactions, which are not in the ordinary course of business or not executed at an arm's length basis, exceeding the threshold limits as may be prescribed under the Companies Act 2013 and the Rules made thereunder. Presently the threshold limits as per the Act are under:
 - a) for contracts or arrangements with respect transactions mentioned in section 188, the threshold limits would be as follows-
 - (i) sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company or rupees 100 crores, whichever is lower;
 - (ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of net worth of the Company or rupees 100 crores, whichever is lower;
 - (iii) leasing of property any kind amounting to 10% or more of the net worth of the Company or 10% or more of turnover of the company or rupees 100 crores, whichever is lower;
 - (iv) availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the turnover of the company or rupees 50 crores, whichever is lower

Explanation- It is hereby clarified that the limits specified in sub-clause (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

- b) for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding 2.5 lakh rupees;
- c) for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding 1% of the net worth;

Explanation- (1) The turnover or net worth referred in the above sub-rules shall be computed on the basis of the audited financial statement of the preceding financial year.

- 5.3.2 All entities/individuals falling under the definition of “Related Parties” shall abstain from voting on such shareholders’ resolution, whether such entities/individuals are a party to the transaction or not.

6 Procedure and Criteria for approving related party Transactions

- 6.1 As approved by the Board of Directors, the Audit Committee has specified the following criteria for granting omnibus approval:
- 6.1.1 The maximum value of the transactions, in aggregate, which can be allowed under omnibus route in a year will be 40% of annual consolidated turnover of the Company as per the last audited financial statement;
 - 6.1.2 The maximum value per transaction which can be allowed with wholly owned subsidiaries, joint venture(s), associates and subsidiaries (*and any other related party except as provided in clause 6.1.3 of this Policy*) under omnibus route will be up to 5% of the Annual Consolidated Turnover;
 - 6.1.3 Any transaction with Director, Key Managerial Personnel, Promoter, Promoter group under omnibus route shall additionally require Board approval;
 - 6.1.4 While assessing any proposal, the Audit Committee may review the documents / seek information from Management or get clarification or opinion from third party as per clause 6.2 of this policy;
 - 6.1.5 The transactions undertaken pursuant to omnibus approval shall be reviewed by the Audit Committee on a quarterly basis;
 - 6.1.6 Transactions of following nature will not be subject to omnibus approval of the Audit Committee:
 - I. Transactions which are not repetitive in nature;
 - II. Transactions involving sale or disposal of an undertaking of the Company;
 - III. Transactions involving sale or disposal or assignment of any significant or critical asset of the Company.
- 6.2 For the purpose of procuring approval of the Audit Committee / the Board, the Management shall submit a comprehensive proposal for approval of the Related Party Transactions containing the following information:
- 6.2.1 Name of the related party and nature of relationship;
 - 6.2.2 Nature, duration of the contract and particulars of the contract or arrangement;
 - 6.2.3 Material terms of the contract or arrangement including the value, if any;
 - 6.2.4 for transactions requiring omnibus approval:
 - I. Maximum amount of transaction that can be entered into during the financial year.
 - II. Indicative base price / current contracted price and the formula for variation in the price, if any.
 - 6.2.5 Any advance paid or received for the contract or arrangement, if any;
 - 6.2.6 in case of transactions not requiring Omnibus Approval, manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
 - 6.2.7 Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
 - 6.2.8 Confirmation from the Management as per clause 6.5 of this policy.
 - 6.2.9 Any other information relevant or important for the Board/Audit Committee to take a decision on the proposed transaction

6.3 In determining whether to approve a Related Party Transaction, the Committee shall inter-alia consider the following factors to the extent relevant in the matter:

- 6.3.1 Whether the proposed transactions are in the best interest of the Company.
- 6.3.2 Whether the terms of the proposed Related Party Transactions are fair and on arm's length basis
- 6.3.3 Whether the proposed Related Party Transactions are permissible under the provisions of the applicable laws.
- 6.3.4 whether such contract or arrangement is entered into on terms no less favorable to the Company than terms generally available to an unaffiliated third-party under the same or similar circumstances;
- 6.3.5 Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- 6.3.6 Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- 6.3.7 Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company / extent of the Director or KMP's interest in such contract or arrangement.

6.4 Audit Committee / the Board can rely on following:

6.4.1 For approval or ratification or any material revision in the approved terms of the Related Party Transactions, the following –

- I. opinion from the Management that transactions are under ordinary course of business;
- II. Opinion from external consultant that the transactions are at an arm's length basis

It is hereby clarified that the management shall submit the above referred external consultant's certificate to the audit committee while submitting the proposal for consideration.

6.4.2 For the purpose of review of the Related party transactions in clause 9.2 of this Policy, a certification from Management/external consultant that:

- I. The transactions entered are within the limits approved by the Audit Committee / Board;
- II. The transactions are as per the terms approved by the Audit Committee / Board.

6.4.3 In case there is any change in the approved limits/terms of any transactions, a separate statement shall be attached for ratification by the Audit Committee/ Board. The Audit committee / Board also has the authority to modify previously approved Related Party Transactions.

7 Related Party Transactions not previously approved

7.1 In the event the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders (*'Approving Authority' for the purpose of this Clause*) as may be required in accordance with this Policy, for review and ratification.

7.2 The Approving Authority shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision in the terms, or termination of such transaction. The decision of the Approving Authority shall be binding under such circumstances.

7.3 Audit committee may examine internal controls and the reasons for failure in reporting/ prior approval of such Related Party Transaction and suggest directives to strengthen the internal controls/collaboration. In connection with any review/ratification of any particular Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

8 Deemed Approval

8.1 The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant competent authority or committee shall be deemed to be approved under this Policy. Such transactions are enumerated below:

- 8.1.1 Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval;
- 8.1.2 Payment of remuneration, fees, commission, etc. to directors pursuant to the Nomination and Remuneration Committee approval.
- 8.1.3 Share based incentive plans for the benefits of the Directors or Key Managerial Personnel pursuant to shareholders including ESOPs.
- 8.1.4 Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
- 8.1.5 Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

9 Disclosures & Reporting

- 9.1 This Policy shall be disclosed on the website of the Company and a web link to the policy shall be provided in the Annual Report.
- 9.2 A summary statement of Related Party Transactions entered into by the Company shall be submitted to the Audit Committee in quarterly meetings for information, review and noting. Such submission to the Audit Committee shall be accompanied by a certification as per clause 6.4 of this Policy.
- 9.3 The details of Related Party Transactions shall be disclosed in the Annual report of the Company, the Stock Exchanges and other regulatory bodies as per the provisions of Indian Accounting Standards, the Act, SEBI LODR or any other applicable laws and regulations.

10 Review and amendments

- 10.1 Based on the recommendations of the Audit Committee, the Board, may review or amend this Policy at any time without any prior intimation and establish further rules or procedures, periodically and as required under the Act or SEBI LODR, to give effect to this Policy.
- 10.2 The Company Secretary and Global Chief Financial Officer are jointly authorized to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs or SEBI w.r.t. Related Party Transactions from time to time. Such amended policy shall be periodically placed before the Audit Committee for noting and ratification.

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at cosecretary@cipla.com
