

Sustainability Council Charter

Purpose

To assist the organization in oversight of development, implementation and monitoring of the Company’s policies, goals, targets, initiatives, and programs related to environmental, social, health & safety and sustainability matters and ethics (including diversity, equity, and inclusion), human rights and anti-slavery.

Composition

Global Chief Manufacturing Officer – Chairperson

• Global Chief Financial Officer	• VP-EHS & ESG – Secretary to the Council
• Global Head Ops Strategy and Excellence	• Head Communication
• Chief International operations	• Head Supply Chain
• Company Secretary	• Head Engineering & Projects
• Cluster Head API Manufacturing	• Head CSR
• Head Strategy	• Head API R&D
• Head Internal Audit	• Head HR – Operations
• Head CSR & Sustainability - SAGA	• Head Finance- Operations
• Director Sales EU	• Head Sustainability

Note: VP EHS & ESG shall be the designated nominee for Global Chief Manufacturing Officer for the council and Head sustainability shall be the designated nominee for VP EHS & ESG. The rest of the members shall designate a nominee in case they are unable to attend the council meetings.

Scope

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

Roles and Responsibilities

1. Oversee the development, review, and any reassessment of, including any significant changes to, the Company’s policies, goals, targets, initiatives, and programs with respect to the management of environmental, social, health & safety, and sustainability matters.
2. Monitor the Company’s processes and policies for identifying, managing, and mitigating environmental, social, health & safety and sustainability-related risks and opportunities throughout its own business and its value chains, including with respect to climate change, as well as the Company’s organizational structure for assessing and managing environmental, social, health & safety, and sustainability matters.
3. Oversee the effectiveness of the Company’s policies, goals, targets, initiatives, and programs for ensuring compliance with laws and regulations relating to environmental, social, health & safety and sustainability matters. Review management action taken with respect to any significant deficiencies identified or improvements recommended.

4. Discussion of progress on any significant annual and long-term goals and commitments, including any significant trends in progress toward such goals and commitments, as well as new or emerging opportunities and risks for the Company or industry, including management’s responses to such risks and opportunities and any related public policy or advocacy strategies.
5. Receive reports from management on significant regulatory trends in respect of environmental, social, health & safety and sustainability matters that may influence the Company’s business.
6. Receive reports from management on environmental, social, health & safety and sustainability issues arising in connection with material mergers, acquisitions, divestitures, joint ventures, and similar transactions, and provide comment on such transactions as the Council deems necessary or appropriate.
7. Review, where necessary, standalone disclosures related to environmental, social, health & safety, and sustainability matters to be published by the Company.
8. Review internal procedures for communicating and raising awareness of environmental, social, health & safety and sustainability goals, targets, and objectives within the Company's business.
9. Conduct an annual performance evaluation of the Council. In conducting such review, the Council shall evaluate and address all matters that the Council considers relevant to its performance, including at least the following: - A. the adequacy, appropriateness and quality of the information received from management or others; B. the manner in which the Council’s recommendations were discussed or debated; C. whether the number and length of meetings of the Council were adequate for the Council to complete its work in a thorough and thoughtful manner; and D. whether this charter appropriately addresses the matters that are or should be within its scope.

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

Focus Areas	Responsibility
Environment Sustainability – Energy, Water, Waste and GHG emissions	VP-EHS & ESG, Head Engineering & Projects, Head Sustainability
Renewable Energy	VP-EHS & ESG, Head Sustainability & Head Finance- Operations
Sustainable Procurement (Supply chain and Packaging)	Head Supply Chain
Sustainable manufacturing	Global Head Ops Strategy and Excellence , Chief International operations & Cluster Head API Manufacturing
Governance and Disclosure	Company Secretary
Branding, Communication, and awareness	Head Communication
CSR	Head CSR
Ethics, Risk, Internal Audit, HR	Head Internal Audit & Head HR- Operations
Strategy	Head Strategy
Finance	Global Chief Financial Officer
Sustainable Development - R&D	Head API R&D
Sustainable Development- Overseas Operations	Director Sales- EU & Head CSR & Sustainability- SAGA

Meetings

The Council shall meet as often as it determines, but not less frequently than quarterly. The Council may meet in person, by telephone conference call, or by video conference call. The Council shall keep written minutes of its meetings, which shall be recorded or filed and send to SC members. The Council may request any officer or employee of the Company or the Company's outside counsel or other advisor to attend a meeting of the Council or to meet with any members of, or consultants to, the Council.

Governance

- Global Chief Manufacturing Officer shall act as Chairperson of the Council; VP-EHS & ESG 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 Secretary shall be responsible for drafting the agenda of the meeting and circulating meeting minutes to the Council members within two working days of the meeting.