

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Dr. Reddy's Laboratories Limited**
2. Quarter ending - **31 March 2023**
3. Whether the Listed entity has a regular chairperson - **Yes**
4. Whether Chairperson is related to MD or CEO – **No<sup>(1)</sup>**

I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Birth	Date of Special Resolution under Reg. 17(1A) of Listing Regs	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure (in months)	No of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity(3)
Mr.	K Satish Reddy	00129701	AERPK6948L	Chairman	09.06.67	NA	18.01.93	01.10.17	-		1	0	1	0
Mr.	G V Prasad	00057433	AAHPP9553C	Co-Chairman & MD	22.11.60	NA	08.04.86	30.01.21	-		1	0	1	0
Ms.	Kalpana Morparia	00046081	AAGPM5926M	Independent Director	30.05.49	30.07.19	05.06.07	31.07.19	-	104	2	2	3	2
Mr.	Sridar Iyengar	00278512	AACPI7514D	Independent Director	13.08.47	30.07.19	22.08.11	31.07.19	-	104	2	2	3	2
Mr.	Leo Puri	01764813	AALPP0852A	Independent Director	03.01.61	NA	25.10.18	-	-	53.00	2	2	1	0
Ms.	Shikha Sharma	00043265	ALFPS9244J	Independent Director	19.11.58	NA	31.01.19	-	-	50.00	5	4	3	0
Mr.	Allan Oberman <sup>(2)</sup>	08393837	ZZZZZ9999Z	Independent Director	29.08.57	NA	26.03.19	-	-	45.00	0	0	0	0
Dr.	K P Krishnan	01099097	AAEPK6039K	Independent Director	29.12.59	NA	07.01.22	07.01.22	-	15.00	2	2	2	1
Ms.	Penny Wan <sup>(2)</sup>	09479493	ZZZZZ9999Z	Independent Director	13.12.65	NA	28.01.22	28.01.22	-	14.00	1	1	0	0
Mr.	Arun Madhavan Kumar <sup>(2)</sup>	09665138	ZZZZZ9999Z	Independent Director	25.11.52	NA	01.08.22	01.08.22	-	8.00	1	1	1	0

Notes:

1. Mr. K Satish Reddy (Chairman) and Mr. G V Prasad (Co-Chairman and MD) are not relatives as per the definition of the term 'relative' defined under the Companies Act, 2013. However, Mr. K Satish Reddy and Mr. G V Prasad are brothers-in-law.
2. Mr. Allan Grant Oberman, Ms. Penny Wan and Mr Arun Madhavan Kumar, being foreign nationals, do not have PAN. Hence their PAN no. is entered as ZZZZZ9999Z, as suggested by the exchanges earlier.
3. Committee Chairmanship includes Committee Membership.

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## II. Composition of Committees

<b>Audit Committee</b>						
Whether the Audit Committee has a regular chairperson - Yes						
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Remarks</i>
1	Sridar Iyengar	Independent Director	Chairperson	22-Aug-2011	-	-
2	Shikha Sharma	Independent Director	Member	31-Jan-2019	-	-
3	Kalpana Morparia	Independent Director	Member	02-Feb-2021	-	-
4	Dr K P Krishnan	Independent Director	Member	20-Jan-2022	-	-
5	Arun Madhavan Kumar	Independent Director	Member	01-08-2022	-	-

<b>Stakeholders' Relationship Committee</b>						
Whether the Stakeholders' Relationship Committee has a regular chairperson - Yes						
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Remarks</i>
1	Kalpana Morparia	Independent Director	Chairperson	01-Aug-2014	-	-
2	K Satish Reddy	Chairman	Member	10-May-1994	-	-
3	G V Prasad	Co-Chairman & MD	Member	30-Oct-2000	-	-

<b>Risk Management Committee</b>						
Whether the Risk Management Committee has a regular chairperson - Yes						
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Remarks</i>
1	Shikha Sharma	Independent Director	Chairperson	31-Jan-2019	-	-
2	Sridar Iyengar	Independent Director	Member	22-Aug-2011	-	-
3	Leo Puri	Independent Director	Member	02-Feb-2021	-	-
4	Penny Wan	Independent Director	Member	28-Jan-2022	-	-
5	Arun Madhavan Kumar	Independent Director	Member	01-Aug-2022	10-Jan-2023	-

<b>Nomination, Governance and Compensation Committee (Nomination and Remuneration Committee)</b>						
Whether the Nomination, Governance and Compensation Committee has a regular chairperson - Yes						
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Remarks</i>
1	Kalpana Morparia	Independent Director	Chairperson	02-Feb-2021	-	-
	Dr K P Krishnan	Independent Director	Member	20-Jan-2022	-	-
3	Arun Madhavan Kumar	Independent Director	Member	10-Jan-2023	-	-
4	Allan Oberman	Independent Director	Member	01-Apr-2021	06-Jan-2023	Ceased to be a member due to resignation as Director w.e.f Jan 6, 2023

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<b>Corporate Social Responsibility Committee</b>						
Whether the Corporate Social Responsibility Committee has a regular chairperson - Yes						
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Remarks</i>
1	Dr K P Krishnan	Independent Director	Chairperson	30-Oct-2022	-	-
2	Kalpana Morparia	Independent Director	Member	30-Oct-2022	-	-
2	K Satish Reddy	Chairman	Member	31-Oct-2013	-	-
3	G V Prasad	Co-Chairman & MD	Member	31-Oct-2013	-	-

<b>Science, Technology and Operations Committee</b>				
Whether the Science, Technology and Operations Committee has a regular chairperson - Yes				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Remarks</i>
1	Leo Puri	Independent Director	Member	-
2	Penny Wan	Independent Director	Member	-
3	Allan Oberman	Independent Director	Member	Ceased to be a member of Science, technology and Operations committee w.e.f Jan 6, 2023

### III. Meeting of Board of Directors

<i>Date(s) of Meeting( Date(s) of previous quarter and current quarter in chronological order)</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>	<i>Total number of Directors as on date of meeting</i>	<i>No. of Directors Present</i>	<i>No. of Independent Directors attending the meeting</i>
28-10-2022		Yes	10	10	10
25-01-2023	88	Yes	9	9	7
20-03-2023	53	Yes	9	9	7
23-03-2023	2	Yes	9	9	7

\* Mr Prasad R Menon, term as a Director has ended on October 29, 2022 and he was present in the board meeting held on October 28, 2022. In the sheet "Annx 1 - Meeting of BOD". The XBRL utility is not accepting the actual number of directors present in the meeting held on October 28, 2022, as there is a validation error – "Please enter less than the No. of director mentioned in Annx 1 - Comp. of BOD. Therefore, Mr Menon's name has not been included in the "Total number of directors as on the date of meeting", "Number of Directors present (All Directors including Independent Director) and "No. of Independent Directors attending the meeting" columns. The directors who were present for the Board meeting held on October 28, 2022, were (Mr. K Satish Reddy, Mr G V Prasad, Mr Sridar Iyengar, Ms Kalpana Morparia, Mr Arun M Kumar, Ms Shikha Sharma, Mr Leo Puri, Dr K P Krishnan, Ms Penny Wan, Mr Allan Oberman and Mr Prasad R Menon)

### IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of Meeting( Date(s) of previous quarter and current quarter in chronological order)</i>	<i>Maximum gap between any two consecutive</i>	<i>Whether requirement of Quorum met (Yes/No)</i>	<i>No. of Directors Present</i>	<i>No. of Independent Directors attending the meeting</i>

		(in number of days)			
Audit Committee	28-10-2022		Yes	5	5
Audit Committee	25-01-2023	88	Yes	5	5
Audit Committee	24-03-2023	57	Yes	5	5
Nomination and Remuneration committee	27-10-2022		Yes	4	4
Nomination and Remuneration committee	24-01-2023	88	Yes	3	3
Nomination and Remuneration committee	27-10-2022		Yes	3	1
Stakeholders' Relationship Committee	24-01-2023	88	Yes	3	1
Stakeholders' Relationship Committee	27-10-2022		Yes	3	1
Corporate Social Responsibility Committee	24-01-2023	88	Yes	4	2
Corporate Social Responsibility Committee	27-10-2022		Yes	5	5
Risk Management Committee	24-01-2023	88	Yes	4	4
Risk Management Committee	27-10-2022		Yes	4	4
Science, Technology and Operations Committee	25-01-2023	89	Yes	2	2
Science, Technology and Operations Committee	28-10-2022		Yes	5	5

## V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note: Pursuant to Regulation 23(5) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 any transactions entered into between a holding company and its wholly owned subsidiary do not require approval of shareholders.	

## VI. Affirmations

### Annexure I

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**
  - b. Nomination, Governance and Compensation (Nomination & Remuneration) Committee - **Yes**
  - c. Stakeholders' Relationship Committee - **Yes**
  - d. Risk Management Committee (applicable to the top 100 listed entities) - **Yes**

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3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The report for the quarter ended December 31, 2022 was placed before the Board of Directors at their meeting held on January 25, 2023 and this report for quarter and year ended March 31, 2023 is being placed before the Board of Directors at their forthcoming meeting to be held on May 10, 2023.**

## VII. Affirmations

### Annexure I

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Web address
1	Details of business	Yes	www.drreddys.com
2	Terms and conditions of appointment of independent directors	Yes	
3	Composition of various committees of board of directors	Yes	
4	Code of conduct of board of directors and senior management personnel	Yes	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
6	Criteria of making payments to non-executive directors	Yes	
7	Policy on dealing with related party transactions	Yes	
8	Policy for determining 'material' subsidiaries	Yes	
9	Details of familiarization programmes imparted to independent directors	Yes	
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11	email address for grievance redressal and other relevant details	Yes	
12	Financial results	Yes	
13	Shareholding pattern	Yes	
14	Details of agreements entered into with the media companies and/or their associates	Yes	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
16	New name and the old name of the listed entity	Yes	
17	Advertisements as per regulation 47 (1)	Yes	
18	Credit rating or revision in credit rating obtained	Yes	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
21	Materiality Policy as per Regulation 30	Yes	
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
23	It is certified that these contents on the website of the listed entity are correct	Yes	

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24	Disclosure of notes on website in terms of Listing Regulations explanatory	-	-
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## Annexure II

Sr. No.	Particulars	Compliance Status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	Yes
2	Board composition	Yes
3	Meeting of Board of directors	Yes
4	Quorum of Board meeting	Yes
5	Review of Compliance Reports	Yes
6	Plans for orderly succession for appointments	Yes
7	Code of Conduct	Yes
8	Fees/compensation	Yes
9	Minimum Information	Yes
10	Compliance Certificate	Yes
11	Risk Assessment & Management	Yes
12	Performance Evaluation of Independent Directors	Yes
13	Recommendation of Board	Yes
14	Maximum number of Directorships	Yes
15	Composition of Audit Committee	Yes
16	Meeting of Audit Committee	Yes
17	Composition of nomination & remuneration committee	Yes
18	Quorum of Nomination and Remuneration Committee meeting	Yes
19	Meeting of Nomination and Remuneration Committee	Yes
20	Composition of Stakeholder Relationship Committee	Yes
21	Meeting of Stakeholders Relationship Committee	Yes
22	Composition and role of risk management committee	Yes
23	Meeting of Risk Management Committee	Yes
24	Vigil Mechanism	Yes
25	Policy for related party Transaction	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes
27	Approval for material related party transactions	NA
28	Disclosure of related party transactions on consolidated basis	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	Yes
31	Annual Secretarial Compliance Report	Yes
32	Alternate Director to Independent Director	NA
33	Maximum Tenure	Yes
34	Meeting of independent directors	Yes
35	Familiarization of independent directors	Yes

36	Declaration from Independent Director	Yes
37	D & O Insurance for Independent Directors	Yes
38	Memberships in Committees	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	Yes
40	Disclosure of Shareholding by Non-Executive Directors	Yes
41	Policy with respect to Obligations of directors and senior management	Yes

### Additional Half yearly Disclosure

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

**The Amount of such loans/guarantees/comfort letters is NIL**

A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

## II Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s)(including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company-NA

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**Name** : **K Randhir Singh**  
**Designation** : **Company Secretary**  
**Place** : **Hyderabad**  
**Date** : **April 20, 2023**