### CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Dr. Reddy's Laboratories Limited

2. Quarter ending - 31<sup>st</sup> March 2024

3. Whether the Listed entity has a regular chairperson - Yes

**4.** Whether Chairperson is related to MD or CEO –  $No^{(1)}$ 

			rd of Directors	or CEO - No											
Titl e (Mr ./M s)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/N on- Executive/ Independent/ Nominee)	Date of Birth	Wheth er Direct or disqual ified (Yes/n o)	Date of Special Resolutio n under Reg. 17(1A) of Listing Regs	Initial date of Appointm ent	Date of re- appoint ment	Date of cessation	Tenure (in months )	No of Director ship in listed entities includin g this listed entity	No of Independe nt Directorsh ip in listed entities including this listed entity	No of membership s 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	-	Chairman	09.06.67	No	NA	18.01.93	01.10.17	-		1	0	1	0
Mr.	G V Prasad	00057433	-	Co- Chairman & MD	22.11.60	No	NA	08.04.86	30.01.21	-		1	0	1	0
Mrs	Kalpana Morparia	00046081	-	Independent Director	30.05.49	No	30.07.19	05.06.07	31.07.19	-	116	2	2	3	2
Mr.	Leo Puri <sup>(4)</sup>	01764813	-	Independent Director	03.01.61	No	NA	25.10.18	-	-	65	2	2	1	0
Ms.	Shikha Sharma <sup>(5)</sup>	00043265	-	Independent Director	19.11.58	No	NA	31.01.19	-	-	62	5	4	4	0
Dr.	K P Krishnan	01099097	-	Independent Director	29.12.59	No	NA	07.01.22	07.01.22	-	27	2	2	3	1
Mrs	Penny Wan <sup>(2)</sup>	09479493	-	Independent Director	13.12.65	No	NA	28.01.22	28.01.22	-	26	1	1	0	0
Mr	Arun Madhavan Kumar	09665138	-	Independent Director	25.11.52	No	NA	01.08.22	01.08.22	-	20	1	1	1	1
Dr.	Claudio Albrecht <sup>(2)</sup>	10109819	-	Independent Director	05.05.59	No	NA	10.05.23	10.05.23	-	11	1	1	0	0
Mrs	Alpna Seth	01183914	-	Independent Director	29.08.63	No	NA	19.09.23	19.09.23	-	7	1	1	0	0
Mr.	Sanjiv Mehta	06699923	-	Independent Director	09.07.60	No	NA	29.12.23	-		3	1	1	1	0

#### Notes:

<sup>1.</sup> 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.

<sup>2.</sup> Ms. Penny Wan and Dr. Claudio Albrecht, being foreign nationals, do not have PAN. Hence their PAN no. is entered as ZZZZZ9999Z, as suggested by the exchanges earlier.

<sup>3.</sup> Committee Chairmanship includes Committee Membership.

<sup>4.</sup> Mr. Leo Puri was reappointed at the Annual general meeting of the Company held on July 27, 2023, for a further period of 5 years w.e.f. October 25, 2023

<sup>5.</sup> Mrs. Shikha Sharma was reappointed at the Annual general meeting of the Company held on July 27, 2023, for a further period of 5 years w.e.f. January 31, 2024

### **II.** Composition of Committees

11.	composition of committee	25				
Audit	Committee					
Wheth	er the Audit Committee has a	regular chairperson - Yes				
Sr.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation	Remarks
No.				v 11		
1	Arun Madhavan Kumar	Non-Executive -	Chairperson	01-08-2022	-	-
		Independent Director	_			
2	Kalpana Morparia	Non-Executive -	Member	02-02-2021	-	-
		Independent Director				
3	Shikha Sharma	Non-Executive -	Member	31-01-2019	-	-
		Independent Director				
4	Dr. K P Krishnan	Non-Executive -	Member	20-01-2022	-	-
		Independent Director				

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

Risk Ma	nagement Committee							
Whether	Whether the Risk Management Committee has a regular chairperson - Yes							
Sr. No.	Name of the Director	Category Chairperson/Membership Date of Appointment Date of Cessation Ren		Remarks				
1	Shikha Sharma	Non-Executive -	Chairperson	31-Jan-2019	-	-		
		Independent Director						
2	Alpna Seth	Non-Executive - Independent Director	Member	30-Jan-2024	-	Dr. Alpna Seth inducted as member of the Risk Management Committee with effect from January 30, 2024		
3	Penny Wan	Non-Executive - Independent Director	Member	28-Jan-2022	-	-		
4	Dr. Claudio Albrecht	Non-Executive - Independent Director	Member	10-05-2023	-	-		

Nomin	Nomination, Governance and Compensation Committee (Nomination and Remuneration Committee)									
Whethe	Whether the Nomination, Governance and Compensation Committee has a regular chairperson - Yes									
Sr.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation	Remarks				
No.										
1	Kalpana Morparia	Non-Executive -	Chairperson	02-Feb-2021	-	-				
		Independent Director	_							
2	Dr K P Krishnan	Non-Executive -	Member	20-Jan-2022	-	-				

		Independent Director				
3	Arun Madhavan	Non-Executive -	Member	10-Jan-2023	-	-
	Kumar	Independent Director				
4	Leo Puri	Non-Executive -	Member	27-Oct-2023	=	-
		Independent Director				
5	Sanjiv Mehta	Non-Executive - Independent Director	Member	30-Jan-2024	-	Mr Sanjiv Mehta inducted as member of the Nomination, Governance and Compensation Committee with effect from January 30, 2024

Sustai	nability & Corporate Soc	ial Responsibility Committee	e				
Wheth	er the Corporate Social Res	sponsibility Committee has a r	regular chairperson - Yes				
Sr.	Name of the Director	Category	Chairperson/Membership   Date of Appointment   Date of Cessation		Date of Cessation	Remarks	
No.							
1	Dr. K P Krishnan	Independent Director	Chairperson	30-Oct-2022	-	-	
2	Kalpana Morparia	Independent Director	Member	30-Oct-2022	-	-	
3	K Satish Reddy	Chairman	Member	31-Oct-2013	-	-	
4	G V Prasad	Co-Chairman & MD	Member	31-Oct-2013	-	-	
5	Sanjiv Mehta	Independent Director	Member	30-Jan-2024	-	Mr Sanjiv Mehta inducted as member of the Corporate Social Responsibility Committee with effect from January 30, 2024	

Scie	Science, Technology and Operations Committee							
Whe	Whether the Science, Technology and Operations Committee has a regular chairperson - Yes							
Sr.	Name of the Director	Category	Chairperson/Membership Remarks					
No.								
1	Claudio Albrecht	Independent Director	Chairperson	-				
2	Leo Puri	Independent Director	Member	-				
3	Penny Wan	Independent Director	Member	-				
4	Dr Alpna Seth	Independent Director	Member	-				
5	Sanjiv Mehta	Independent Director	Member	Mr. Sanjiv Mehta inducted as member of the Science, Technology and Operations Committee with effect from January 30, 2024				

# III. Meeting of Board of Directors

Date(s) of Meeting (dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total no.of Directors as on date of meeting	No. of Directors Present	No: of Independent Directors attending the meeting
27.10.2023		Yes	10	10	8

30.01.2024	94	Yes	11	11	9
22.03.2024	51	Yes	11	10	8

## **IV.** Meeting of Committees

Name of the committee	Date(s) of meeting (dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total no. of Directors as on date of meeting	No. of Directors(including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit committee	27.10.2023		Yes	4	4	4	0
Audit committee	30.01.2024	94	Yes	4	4	4	0
Audit Committee	21.03.2024	50	Yes	4	3	3	0
Nomination and remuneration committee	26.10.2023		Yes	3	3	3	0
Nomination and remuneration committee	29.01.2024	94	Yes	4	4	4	0
Stakeholders' Relationship committee	26.10.2023		Yes	3	3	1	0
Stakeholders' Relationship committee	29.01.2024	94	Yes	3	3	1	0
Corporate Social Responsibility committee	26.10.2023		Yes	4	4	2	0
Corporate Social Responsibility committee	29.01.2024	94	Yes	4	4	2	0
Risk Management Committee	26.10.2023		Yes	3	3	3	0
Risk Management Committee	29.01.2024	94	Yes	3	3	3	0
Science, Technology and Operations Committee	26.10.2023		Yes	4	4	4	0
Science, Technology and Operations Committee	29.01.2024	94	Yes	4	4	4	0

### V. Related Party Transactions

Compliance status (Yes/No/NA)
Yes
Not Applicable
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. Details of Cyber Security Incidence

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Date of the event		Brief details of the event	
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#### VII. 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
- 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 corporate governance report for the quarter ended December 31, 2023, was placed before the Board of Directors at their meeting held on January 30, 2024, this report for quarter ended March 31, 2024, will be placed before the Board of Directors at their forthcoming meeting to be held on May 7, 2024.

#### VIII. Disclosure on website

Sr.	Item	Compliance	If status is "NO" details of	Web address
		status	non-compliance given here	
1	Details of business	Yes		https://www.drreddys.com/business-and-
				<u>capabilities#our-businesses</u>
2	Terms and conditions of appointment of	Yes		https://www.drreddys.com/cms/cms/sites/defaul
	independent directors			<u>t/files/2023-</u>
				06/Draft%20Appointment%20letter%2010052023.
				<u>pdf</u>
3	Composition of various committees of board of	Yes		https://www.drreddys.com/investor#governance#
	directors			<u>committees-of-the-board</u>
4	Code of conduct of board of directors and	Yes		https://www.drreddys.com/investor#governance#
	senior management personnel			code-of-business-conduct-and-ethics
5	Details of establishment of vigil mechanism/	Yes		https://www.drreddys.com/investor#governance#
	Whistle Blower policy			ombudsperson-policy
6	Criteria of making payments to non-executive	Yes		https://www.drreddys.com/investor#reports-and-
	directors			filing#annual-report

7	Policy on dealing with related party	Yes	https://www.drreddys.com/cms/cms/sites/defaul
	transactions		t/files/2022-
			04/policy on materiality of rpt and on dealing
			_with_rpt.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.drreddys.com/cms/cms/sites/defaul
	Toney for determining material substanties		t/files/2021-12/policy-for-determining-material-
			subsidiaries.pdf
9	Details of familiarization programmes imparted	Yes	https://www.drreddys.com/cms/cms/sites/defaul
	to independent directors	103	t/files/2023-
	to madpendent directors		
10	F:1 - 11 f	V	06/Familiarization%20programs%202023.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.drreddys.com/investor#investor-
		**	services#complaints
11	Contact information of the designated officials	Yes	https://www.drreddys.com/investor#investor-
	of the listed entity who are responsible for assisting and handling investor grievances		services#shareholders-contacts
12	Financial results	Yes	https://www.drreddys.com/investor#reports-and-
12	Timumotat results	165	filing#quarterly-reports
13	Shareholding pattern	Yes	https://www.drreddys.com/investor#shares#shar
13	Shareholding pattern	103	
14	Details of a successories automod into with the	NA	<u>eholding-pattern</u>
14	Details of agreements entered into with the media companies and/or their associates	INA	
15.1	Schedule of analyst or institutional investor	Yes	
	meet and presentations made by the listed entity		
	to analysts or institutional investors		
	simultaneously with submission to stock		https://www.drreddys.com/investor#investor-
	exchange		meet#investor-meeting-details
15.2	Audio or video recordings and transcripts of	Yes	https://www.drreddys.com/investor#investor-
	post earnings/quarterly calls		services#other-stock-exchange-intimations
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.drreddys.com/investor#investor-
			services#other-stock-exchange-intimations
18	Credit rating or revision in credit rating	Yes	https://www.drreddys.com/investor#investor-
	obtained		services#credit-rating
19	Separate audited financial statements of each	Yes	between // www.new.demand.demand.demand.cema
	subsidiary of the listed entity in respect of a		https://www.drreddys.com/investor#reports-and-
20	relevant financial year	V	filing#annual-report
20	Secretarial Compliance Report	Yes	https://www.drreddys.com/cms/cms/sites/defaul
			<u>t/files/2023-</u>
			05/SEIntimationSecretarialcompliancereport.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.drreddys.com/cms/cms/sites/defaul
			<u>t/files/2023-</u>

			08/Policy on Determination of Materiality of E
			vent or Information 26072023.pdf
22	Disclosure of contact details of KMP who are	Yes	https://www.drreddys.com/cms/cms/sites/defaul
	authorized for the purpose of determining		t/files/2023-
	materiality as required under regulation 30(5)		08/Policy_on_Determination_of_Materiality_of_E
			vent or Information 26072023.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.drreddys.com/investor#investor-
			services#other-stock-exchange-intimations
24	Statements of deviation(s) or variations(s) as	NA	https://www.drreddys.com/investor#reports-and-
	specified in regulation 32		filing#annual-report
25	Dividend Distribution policy as per Regulation	Yes	https://www.drreddys.com/cms/cms/sites/defaul
	43A(1)		t/files/2021-12/htmlCode%20%284%29.pdf
26	Annual return as provided under section 92 of	Yes	https://www.drreddys.com/investor#reports-and-
	the Companies Act, 2013		filing#annual-report
27	Confirmation that the above disclosures are in a	Yes	
	separate section as specified in regulation 46(2)		https://www.drreddys.com/investor
28	Compliance with regulation 46(3) with respect	Yes	
	to accuracy of disclosures on the website and		
	timely updating		https://www.drreddys.com/investor
29	Disclosure of notes on website in terms of		
	Listing Regulations explanatory [Text Block]		

### XI Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	

14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit	18(3)	Yes
	committee	` /	XX
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of	26(3)	Yes
73	Board of Directors and Senior management personnel	` /	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes

	Annexure II		
1	Name of Signatory	K Randhir Singh	
2	Designation	Company Secretary and Compliance officer	

### **XII Affirmations:**

Sr	Particulars	Compliance status		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance	Yes		
	requirements with respect to subsidiary of Listed Entity have been complied			
Any of	Any other information provided			

	Annexure II			
1	Name of Signatory	K Randhir Singh		
2	Designation	Company Secretary and Compliance officer		

## **Additional Half Yearly Disclosure**

Additional Hal	f Yearly Disclosure
Applicability of Disclosure	Not Applicable

## I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(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				
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					
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		

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			
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:**

Affirmations		Compliance Status
All loans (or other form of debt), guarantees, comfort		
connection with any loan(s) (or other form of debt) give		
promoter(s), promoter group, director(s) (including the		
their relatives) or any entity controlled by them are in the economic interest of the company.		
Name		
Designation		
Place		
Date		

Name

K Randhir Singh Company Secretary, Compliance Officer & Head-CSR Hyderabad Designation

Place April 20, 2024 Date