



**THRU ONLINE FILING**

April 5, 2021

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 023  
Scrip Code - 524494

National Stock Exchange India Limited,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra - (East)  
Mumbai 400 051  
Scrip Code: IPCALAB

Dear Sir / Madam,

**Re: Compliance Report on Corporate Governance for the quarter and year ended  
March 31, 2021**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I and Annexure II) on Corporate Governance of the Company for the quarter and year ended March 31, 2021.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For Ipca Laboratories Limited

Harish P. Kamath  
Corporate Counsel & Company Secretary

Encl: a/a

**FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS**

1. Name of Listed Entity: **Ipca Laboratories Limited**

2. Quarter ending: **March 31, 2021**

Whether the listed entity has a Regular Chairperson								Yes					
Whether Chairperson is related to MD or CEO								Yes					
Title (Mr. / Ms.)	Name of the Director	Category (Chairperson /Executive /Non-Executive/independent/ Nominee)	Date of birth	Whether special resolution passed? (Refer Regln 17 (1A) of Listing Regln)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment in	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)
Mr.	Premchand Godha	Executive / Chairman & Managing Director	08.01.1947	-	-	31.10.1975	01.04.2018	-	-	1	0	1	0
Mr.	A. K. Jain	Executive / Joint Managing Director	05.05.1955	-	-	21.08.1994	21.08.2019	-	-	1	0	1	0
Mr.	Pranay Godha	Executive Director	24.03.1972	-	-	11.11.2008	11.11.2018	-	-	1	0	0	0

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Title (Mr. / Ms.)	Name of the Director	Category (Chairperson /Executive /Non- Executive/ independent/ Nominee)	Date of birth	Whether special resolution passed? (Refer Regln 17 (1A) of Listing Regln)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment in	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)
Mr.	Prashant Godha	Executive Director	16.11.1974	-	-	28.07.2011	16.08.2016	-	-	3	0	1	0
Mr.	A. T. Kusre	Non-Executive / Independent Director	18.07.1949	NA	NA	21.01.2010	01.04.2019	-	135	1	1	1	1
Mr.	Dev Parkash Yadava	Non-Executive / Independent Director	15.11.1945	Yes	27.03.2019	13.04.2012	01.04.2019	-	108	2	2	3	0
Dr. (Ms)	Manisha Premnath	Non-Executive / Independent Director	22.04.1974	NA	NA	21.09.2014	21.09.2019	-	79	1	1	1	0
Mr.	Kamal Kishore Seth	Non-Executive / Independent Director	12.05.1945	Yes	13.08.2019	29.03.2019	-	-	24	1	1	2	1

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Date of appointment to the Committee</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &amp;</b>
1. Audit Committee	Mr. Anand T. Kusre	21.01.2010	Chairman / Non-Executive / Independent Director
	Mr. Dev Parkash Yadava	29.05.2014	Non-Executive / Independent Director
	Mr. Kamal Kishore Seth	01.04.2019	Non-Executive / Independent Director
	Mr. Prashant Godha	31.01.2012	Executive Director
2. Nomination & Remuneration Committee	Mr. Anand T. Kusre	21.01.2010	Chairman / Non-Executive / Independent Director
	Mr. Dev Parkash Yadava	29.05.2014	Non-Executive / Independent Director
	Mr. Kamal Kishore Seth	01.04.2019	Non-Executive / Independent Director
	Dr. (Ms.) Manisha Premnath	01.04.2019	Non-Executive / Independent Director
3. Risk Management Committee (if applicable)	Mr. A. K. Jain	21.09.2014	Executive / Joint Managing Director
	Mr. Pranay Godha	21.09.2014	Executive Director
	Mr. Prashant Godha	21.09.2014	Executive Director
	Mr. Manish Jain	21.09.2014	Vice President – Business Development
4. Stakeholders Relationship Committee	Mr. Kamal Kishore Seth	01.04.2019	Chairman / Non-Executive / Independent Director
	Dr. (Ms.) Manisha Premnath	01.04.2019	Non-Executive / Independent Director
	Mr. Premchand Godha	10.05.2001	Executive / Chairman & Managing Director
	Mr. A. K. Jain	29.05.2014	Executive / Joint Managing Director

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5. Corporate Social Responsibility Committee	Mr. Dev Parkash Yadava	22.03.2014	Chairman / Non-Executive / Independent Director
	Mr. Premchand Godha	22.03.2014	Executive / Chairman & Managing Director
	Mr. A. K. Jain	22.03.2014	Executive / Joint Managing Director
	Mr. Prashant Godha	22.03.2014	Executive Director

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
November 7, 2020	February 4, 2021	07.11.2020 to 04.02.2021 – 88 days	Yes	8	4
	March 22, 2021	04.02.2021 to 22.03.2021 – 45 days	Yes	8	4

### IV. Meeting of Committees - (Audit Committee)

Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two Consecutive meetings in number of days*	Whether requirement Of Quorum met (details)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
November 7, 2020	February 4, 2021	07.11.2020 to 04.02.2021 – 88 days	Yes	4	3
	March 22, 2021	04.02.2021 to 22.03.2021 – 45 days	Yes	4	3

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/N.A.)</b> refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There are no material transactions with Related Parties.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: -</li> </ol>	
<p>Name &amp; Designation : Harish Kamath, Corporate Counsel &amp; Company Secretary Mumbai, April 5, 2021</p>	



**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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Annexure II

**FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)**

<b>Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes / No / N.A.) Refer note below</b>	<b>Web Address</b>
Details of business	Yes	<a href="https://www.ipca.com">https://www.ipca.com</a>
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
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	



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Advertisements as per regulation 47 (1)	Yes	https://www.ipca.com
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	

<b>Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes / No / NA)</b> Refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes

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Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes

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Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations		
Sr.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A" may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation :** Harish Kamath, Corporate Counsel & Company Secretary  
Mumbai, April 5, 2021