



# Whistle Blower Policy

## Document Control Section

<b>Document Name</b>	<b>Whistle Blower Policy</b>
<b>Abstract</b>	The Whistle Blower Policy provides guidance on reporting violations, wrongdoing or non-compliances, to enable management to address them appropriately and promptly.
<b>Security Classification</b>	Internal
<b>Location</b>	Mumbai, India

## Authorization

<b>Document Author</b>	<b>Document Owner</b>	<b>Reviewed By</b>	<b>Approved By</b>
CFT for Code of Conduct	Chief Compliance Officer	Ethics Committee	Board of Directors

## Review & Amendment Log

Version	Modification Date	Section	Amendment / Modification / Deletion	Brief Description of Change / Review
2	5 <sup>th</sup> February, 2020	4, 8 and 11	Amendment	Section 4 – Scope to include leak of UPSI  Section 8 – Investigation completion time.  Section 11 – Periodic review by Audit committee
3	12 <sup>th</sup> May, 2023	8.3	Amendment	Section 8 – Dealing with anonymous complaints included



## Table of Contents

1. Purpose .....	3
2. Governance .....	3
3. Applicability .....	3
4. Scope .....	3
5. Policy Framework .....	3
6. Ethics Committee .....	4
7. Reporting Channels .....	4
8. Dealing with the reported Concerns.....	5
9. Whistle-Blower Retaliation .....	6
10. False Reporting .....	6
11. Reporting .....	6
12. Record Retention .....	6
13. Exception(s) .....	6
14. Glossary.....	6
15. Frequently Asked Questions .....	7



## 1. Purpose

- 1.1. Cipla is committed to foster an environment of honest and open communication and discussion, consistent with our values.
- 1.2. This policy lays down the process to convey Concerns (as stated in Section 4) in good faith to the management and seek resolution towards the same without fear of Whistle-Blower retaliation.
- 1.3. This policy ensures that any violations, wrongdoing or non-compliances are addressed appropriately and promptly.

## 2. Governance

- 2.1. Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed only after prior approval of the Chief Compliance Officer, Ethics Committee and the Audit Committee.
- 2.2. Chief Compliance Officer shall undertake periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.
- 2.3. Ethics Committee shall monitor the effectiveness and review the implementation of the principles set forth in this policy, regularly considering its suitability, adequacy and effectiveness.

## 3. Applicability

This policy applies to all Associates, Board Members, contractors, consultants, trainees, service providers of our Company and our subsidiaries, affiliates, group companies and persons or entities contractually obligated across the globe.

## 4. Scope

- 4.1. This policy covers reporting of any violation, wrongdoing or non-compliance, including without limitation, those relating to the Code of Conduct, policies and standard procedures of Cipla.

The scope of policy also covers raising of any incident involving leak or suspected leak of unpublished price sensitive information or unethical use of UPSI in accordance with SEBI (Prohibition of Insider Trading) Regulations, including any amendment thereof.

- 4.2. This policy does not cover the following indicative but not exhaustive aspects:
  - Compensation related issues like quantum of increments, bonus payouts, etc.
  - Queries relating to deduction of tax from salary, etc.
  - Inappropriate administration services e.g. quality of food, malfunctioning of phones, etc.
  - Malfunctioning of information technology assets like laptop, printers, etc.
  - Queries relating to job openings, internal transfers, etc.
  - Recommendations to enhance operational efficiencies and/or strategy related decisions.

## 5. Policy Framework

- 5.1. Our Whistle-Blower Policy is the first and often the best way to provide a platform to address any Concern. It is important that our Associates speak up promptly regarding the Concern, so that it can be addressed in a timely manner. Cipla will

strive to maintain confidentiality to the greatest extent possible and discussion of the concern should be limited to only those individuals with a “need to know.”

5.2. Associates with management responsibilities play an important role in the implementation of the principles set forth in this policy. It is the responsibility of these leaders to:

- Make Associates aware of the principles set forth in this policy and Cipla's commitment to it;
- Create an environment in which all Associates can, without fear of retaliation, raise what they believe to be honest issues to any level of leadership;
- Report all the Concerns to the Ethics Committee promptly.

5.3. No party, including the subject(s) of a Whistle-Blower investigation, may interfere with the Investigation, any attempts to withhold, destroy, damage or tamper with evidence, or attempts to influence/coerce/threaten/entice a party participating in the investigation process, shall warrant a disciplinary action that may even include termination of employment of an Associate or termination of association with a party. Furthermore, Cipla shall ensure that any employee assisting in the said investigation is protected to the same extent as a Whistle-Blower.

5.4. All parties must cooperate with the investigation process, without compromising their self- incrimination privileges under applicable laws. Furthermore, investigations must be treated as a fact- finding discovery procedure and not as an accusation in itself. It is possible that the outcome of the investigation may conclude that an act in violation of the Cipla Code of Conduct or any of Cipla's Policies was not committed.

## 6. Ethics Committee

For effective implementation of this policy, an Ethics Committee has been formed. The committee shall have the following members:

- Global Chief People Officer
- Global Chief Financial Officer
- Global General Counsel
- Global Chief Internal Auditor
- Any other member as recommended by the Audit Committee

The Global Chief People's Officer shall be the Chairperson of the Ethics Committee.

## 7. Reporting Channels

You can convey your Concerns through either of the following channels:

- Email: [ethics@cipla.com](mailto:ethics@cipla.com)
- Written complaint to: Chairperson of the Ethics Committee OR Chief Internal Auditor, Cipla Ltd., Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013.

In case of any disclosures pertaining to members of the Ethics Committee, a member of the Board of Directors of the Company, the Whistle-Blower shall address the Chairperson of the Audit Committee. The relevant contact details are:

- Email: audit.chairman@cipla.com
- Written complaint to: Chairperson of Audit Committee, Cipla Ltd., Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013

## 8. Dealing with the reported Concerns

8.1. If Whistle-Blower chooses to express his / her Concern, he / she may disclose his / her identity. The Whistle-Blower must disclose:

- Associates or group of Associates against whom he / she has a concern; and
- Nature of Concern

8.2. The Ethics Committee shall assess the basis and merit of the Concern. An investigation shall be launched only if the concern(s) raised entails unethical or improper conduct in violation of the Cipla Code of Conduct or any of Cipla's Policies and procedures. The Ethics Committee may also onboard a third party investigator<sup>1</sup> at their discretion to help with the proceedings, if needed. The Ethics Committee shall ensure that all members of the investigation team are independent and shall act without prejudice or bias<sup>2</sup>. The investigating team shall conduct its task in a thorough, fair, objective, legally compliant manner and uphold highest professional and moral standards.

8.3. Anonymity of the whistleblower and confidentiality of the nature and circumstances related by the person shall be strictly enforced, except in the event the whistleblower expressly requires identity be published or if disclosure is mandated by a government regulator or a person exercising due authority under a statute or an order of a court.

In case the whistle-blower has not identified themselves, the Ethics Committee will investigate the matter only if it considers that adequate data, facts, and evidence are provided to progress the complaint. The Ethics Committee will take into account the following elements when exercising this discretion:

- Credibility of the concerns raised and evidence / information provided;
- Likelihood of occurrence of the alleged event / incidence;
- Likelihood of confirming that the allegation is raised through reliable sources;
- Impact on the reputation or regulatory or litigation risk.

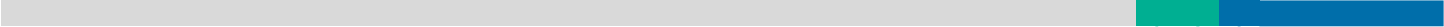
8.4. If the reported concern is against any member of the Ethics Committee, the concerned member shall recuse himself / herself immediately from any further investigation until the actions are completed on that concern by remaining Ethics Committee Members.

8.5. Ethics Committee Member(s) meet at regular intervals to discuss and assess the nature and gravity of Concern(s) and document the minutes of such discussions for future reference.

---

<sup>1</sup> Any such investigating parties will maintain the strictest standards of confidentiality with respect to all information they are given access to and any findings their investigation procedures uncover.

<sup>2</sup> If any member of the Ethics Committee has a conflict of interest for a given investigation, he/she must recuse himself/herself from the case promptly and allow other members of the Committee to undertake the necessary proceedings.

- 
- 8.6. Whistle-Blower should co-operate during investigation and thereafter, whenever called-upon by Ethics Committee. Ethics Committee shall ensure that such interactions are at a minimum to avoid harassment.
- 8.7. Ethics Committee Members should make best efforts to complete investigation within 90 days from the receipt of Concern and prepare a report including but not limited to the following:
- Original Concern statement of Whistle-Blower
  - Maintain records of investigation with concerned stakeholders
  - Investigation outcome, recommended action, responsible persons and timelines
- 8.8. Ethics Committee may communicate the results of investigation to the Whistle-Blower after completion of Investigation. Ethics Committee may keep Whistle-Blower informed about the development(s) of the Investigation.
- 8.9. Ethics Committee should also ensure that recommended actions are implemented.
- 8.10. Respective Business Heads, depending on the nature of Concern(s) or complaint(s) should extend their co-operation to Ethics Committee whenever required.
- 8.11. If the investigation of a report that was done in good faith and investigated by Ethics Committee is not to the Whistle blower's satisfaction, then he/she has the right to report the event to the Chairperson of the Audit Committee.
- 8.12. Ethics Committee shall maintain complete confidentiality of Whistle-Blower and protect him / her from retaliation during investigation and thereafter.

## **9. Whistle-Blower Retaliation**


- 9.1. Whistle-Blower retaliation is action in response to a protected disclosure of information and includes actions that could adversely affect the Whistle-Blower.
- 9.2. Retaliation against any Whistle-Blower who raises a concern or reports misconduct is strictly prohibited. In case of any retaliation against raising a concern in good faith, you should contact the Ethics Committee immediately.
- 9.3. If any individual, regardless of his or her role in Cipla, retaliates against a Whistle-Blower, Cipla will take appropriate action – even if it later turns out that the Whistle-Blower was mistaken in reporting the matter.

## **10. False Reporting**

If at any time, it is revealed that the concern was raised with mala-fide intent, then the person reporting it will be subjected to disciplinary action, that may even include termination of employment of an Associate or termination of association with a party.

## **11. Reporting**

A report on complaints received under this Policy is periodically reviewed by the Audit Committee.



## 12. Record Retention

Documents received/generated during reporting, investigation and enforcement pursuant to this policy, shall be retained as per Cipla's data retention policy and applicable laws or regulations.

## 13. Exception(s)

All exceptions to this policy must be approved by Ethics Committee.

## 14. Glossary

Terms	Definition
<b>Cipla Entities</b>	Cipla Entities stands as a collective term for Cipla Ltd. and all its subsidiaries across the globe.
<b>Whistle Blower</b>	A "Whistle-Blower" is a person(s)/party who raises a Concern

## 15. Frequently Asked Questions

Question	Answer
What will happen if upon investigation the concern reported proves to be false?	<p>↗ If the concern raised by the person is in good faith and with a belief of it being true, but the investigation proves it to be wrong, no action shall be taken against the person.</p> <p>↗ However, if it is proved that the concern was raised with a mala- fide intent, then the person reporting it shall be subject to disciplinary action.</p>
Is there any time limit for reporting of the concern?	↗ There is no time limit for reporting the concern. However, the concerns should be reported at the earliest, preferably immediately after occurrence.
Will an Associate reporting a concern be protected?	↗ Yes, the Associate reporting any concern shall be protected at all the times during his / her tenure with Cipla against any retaliation.
Can Whistle-Blower approach Ethics Committee to seek information on development pertinent to concern reported by him / her?	Yes, Whistle-Blower at any point in time after reporting his / her concern can approach Ethics Committee to seek information on developments or investigation related to concern reported by him / her.