

<b>Syngene International Limited</b>	<b>Integrity and Whistle-blower Policy</b>	<b>Version 2.0</b> <b>Revision Authority: Executive Committee &amp; Head HR</b> <b>Date of Revision: April 9, 2018</b>
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## 1.0 Introduction

- 1.1 Syngene International Limited (hereinafter referred to as “Company”) places highest value on ethical business practices.
- 1.2 Company has consciously fostered such practices and over a period of time, it has become an integral part of the work culture.
- 1.3 Company has firmly established the policy of conducting its affairs in compliance with all the applicable laws and regulations while observing the highest standards of business ethics.
- 1.4 Company expects each of its employees to perform his or her duties in a manner so as to preserve good name and reputation.
- 1.5 Employees of an organization and those of the third parties may have critical information about fraud, misconduct, violation of policies, etc. Whistle-blowing facilitates them to convey the same to the appropriate level of authority in the organization.
- 1.6 It is a mechanism that provides a platform for handling complaints and includes providing information back to the person reporting the complaint.
- 1.7 Any actual or potential violation towards this end, howsoever insignificant, or perceived as such, would be a matter of serious concern to the Company.

## 2.0 Objective

- 2.1 The objective of the Integrity and Whistle-blower policy (hereinafter referred to as this “Policy”) is to:
  - 2.1.1 Enable a person who observes an unethical practice (whether or not violation of law), to approach the Integrity Committee (as defined herein) or Audit Committee.
  - 2.1.2 Govern reporting and investigation of allegations of suspected unethical activities.

**2.2** Employees of the Company are encouraged to use guidance provided by this Policy for reporting suspected Unethical/ Non-Compliant Activities. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation in conformity with this Policy and applicable laws and regulations and the appropriate investigation process to be employed.

### **3.0 Applicability**

This policy applies to all employees of the Company, its subsidiaries and other controlled affiliates. Subsidiaries and other controlled affiliates of the Company must adopt and follow Code of Ethics & Business Conduct and Integrity and Whistle-blower policy.

### **4.0 Reference to Other Policies**

**4.1** This Policy should be read in conjunction with following other policies of the Company:

**4.1.1** Code of Ethics and Business Conduct.

**4.1.2** Other HR Policies available on intranet.

### **5.0 Definitions**

**5.1** “**Investigating Committee**” shall have the meaning ascribed to it in paragraph [6.3] of this Policy.

**5.2** “**Participants**” shall have the meaning ascribed to it in paragraph [8.1] of this Policy.

**5.3** “**Subject**” is a person or a group of persons who is focus of investigative fact finding either by virtue of an allegation made by a Whistle-blower or evidence gathered during the course of an investigation which is a result of a Whistle-blower reporting an unethical/noncompliant action.

**5.4** “**Unethical/Non-Compliant Activities**” shall mean activities that are unethical in nature or are in conflict with the Company’s Code of Conduct.

**5.5** “**Whistle-blower**” shall mean any person or entity making a disclosure of any unethical activity that they have observed. Whistle-blower shall include employees, contractors, contractor’s employees, clients, vendors, exchange students, internal or external auditors, law enforcement/regulatory agencies, directors or other third parties.

**5.6** “**Integrity Committee**” shall have the meaning ascribed to it in paragraph [5] of this Policy.

- 5.7 “Audit Committee”** shall have the meaning ascribed to it in paragraph [5] of this Policy.
- 5.8 “Third parties”** means external entities like vendors, suppliers, consultants, agents, dealers, etc. and their employees.
- 5.9 “Employee”** means every employee of the Company including contractual employees and directors in the employment of the Company.
- 5.10 “Controlled affiliate”** is a subsidiary or other entity in which the Company owns, directly or indirectly, equal to or more than 50 (fifty) percent of the voting rights, or in which the power to control the entity is possessed by or on behalf of the Company.
- 5.11 “Fraud Response Plan”** sets out the actions to be taken on receipt of a complaint under this Policy. It defines authority levels, responsibilities for action and the reporting lines.
- 5.12 “Disciplinary Action”** means any action that can be taken on completion of / during the investigation process including but not limited to a warning, imposition of a fine, suspension from official duties or any other appropriate action considering the gravity of the situation.

## **6.0 Coverage of this Policy**

- 6.1** The Policy covers malpractices, compliance violations and events which have taken place / suspected to take place involving:
- Abuse of authority
  - Wilful negligence causing substantial and specific danger to public health and safety
  - Manipulation of the company data /records
  - Financial irregularities, including fraud, or suspected fraud
  - Criminal offences
  - Leakage of information including pilfering of confidential / propriety information
  - Deliberate violation of law / regulation
  - Misuse/misappropriation of company funds / assets
  - Breach of Code of Ethics & Business Conduct or Rules
  - Commission / kickbacks
  - Conflict of interest
  - Discrimination at workplace
  - Workplace harassment
  - Sexual harassment

- Bribery & corruption
- Breach of contracts
- Any other unethical, biased, favoured, imprudent activities leading to the above.

## 7.0 Out of Scope

**7.1** This Policy should not be used for raising malicious or unfounded allegations of Unethical/Non-Compliant Activities, against employer/colleagues/directors. Further, it should not be used for reporting of routine or operational matters like:

- Issues related to compensation / reimbursement (e.g. reimbursement not credited on time)
- Issues related to career progression, transfer or deputation, etc.
- IT assets not working properly (e.g. printers not working)
- Questioning the financial or other business decisions taken by the management
- Taxation related queries (e.g. excess tax deducted from salary)
- Recruitment / job openings (e.g. to know the job openings in the Company)
- Inappropriate administration facilities (e.g. tea / coffee machine in cafeteria).

The above list is only indicative and not exhaustive.

## 8.0 Reporting Channels

**8.1** Any person, who wishes to report a complaint or make a protected disclosure under this Policy, may use any of the following channels:

### **8.1.1 Hotline – 1800-103-2931 (Access code – 79643)**

- This toll free number will be operational 24 hours of the day, for all days in a year (including Saturday, Sunday and public holidays).
- Calls can be made in English, Hindi, Kannada.
- Once you call on this number, based on the language selected, an operator will guide you to report your concerns.
- He / she will ask you a series of questions which will enable collation of maximum information.

### **8.1.2 Website - [www.speak-up.info/syngeneinternational](http://www.speak-up.info/syngeneinternational)**

- This is a web page link where you can report your complaint.

- Once you click on the link, it will take you to a form, wherein you can record the complaint details.
- The web page will be in English, Hindi, Kannada and Tamil.

When you report a complaint, you will get a reference number (in case of reporting via the e-mail or freepost channels it is advisable to provide contact information that will help in receiving a reference number).

To check the status of your complaint, you may either call up the hotline or check on the website, by providing the reference number.

**8.1.3 Email Complaint:** A compliant can be sent to any of the members of the Integrity Committee at the email addresses so intimated to the employees by the Company from time to time. Emails should be sent to [syngeneinternational@intouch-india.com](mailto:syngeneinternational@intouch-india.com).

**8.1.4 Reporting to members other than the Integrity Committee members:** A written report can also be handed over to the Whistle-blower's immediate supervisors (in case there is no personal conflict of interest) or to any other official in the Company (whom the Whistle-blower can expect to have the responsibility to review the alleged unethical/non-compliant Activity). In such case the official approached by the Whistle-blower shall forward the scanned copy of the complaint to the Integrity Committee within 3 days of the original compliant being received. Emails should be sent to [syngeneinternational@intouch-india.com](mailto:syngeneinternational@intouch-india.com).

**8.1.5** In the event of a complaint involves any of the Integrity Committee members, the same can be sent to Chief Executive Officer (CEO). In the event the complaint involves CEO, Whistle-blower can send a written complaint addressed to Chairperson of Audit Committee at Syngene International Limited, Biocon Park, Plot# 2&3, Jigani Link Road, Bangalore - 560099.

## **9.0 Process of Reporting Allegations of Unethical / Non- Compliant Activities**

**9.1** Reports of allegations of suspected Unethical/Non-Compliant Activities are to be made in writing, as provided in Annexure A, so as to assure a clear understanding of the issues. Such reports shall be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

**9.2** The information given by the Whistle-blower must be genuine and must be given with adequate supporting data/proof, wherever possible.

**9.3** An Unethical/Non-Compliant Activity can be reported as soon as possible after the incident occurs or comes of the Whistle-blower.

## **10.0 Reporting mechanism**

**10.1** In order to maintain highest level of confidentiality, the Company has appointed an outsourced agency InTouch India Limited to receive the complaints and co-ordinate with the Whistle-blower, if required.

**10.2** All the complaints reported through channels mentioned in paragraph 8 will be received by the third party and then forwarded to the Integrity Committee for preliminary review.

**10.3 Constitution of Integrity Committee:** The Integrity committee will comprise of Corporate Quality Lead, Head of Legal and Head of HR who would delegate the investigation to relevant stakeholders within or outside the organization. The Integrity Committee shall independently assess the concerns raised by the Whistle-blower. The Integrity Committee shall appoint one of its members as the Chairperson who shall preside over the meetings.

**10.4 Constitution of Investigation Committee:** The Integrity Committee shall form a committee (the "Investigation Committee") which shall consist of members nominated by the Integrity Committee to conduct the actual investigation of un-ethical / non-compliant activity raised by Whistle-blower. The size of the Investigation Committee will be decided by the Integrity Committee. A minimum of two members would be required to investigate the matter. It is hereby clarified that the members of the Investigation or Integrity Committee may choose to hire a third party for such investigation.

**10.5 Constitution of Audit Committee:** Shall be the Audit Committee of the Company.

### **10.6 Process of investigation of the Integrity Committee:**

**10.6.1** The Integrity Committee will determine whether the concern or complaint actually pertains to an Unethical/Non-Compliant Activity.

**10.6.2** If initial enquiry by the Integrity Committee indicates that the complaint of Unethical/Non- Compliant Activity has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage and the decision shall be documented.

- 10.6.3** Where initial enquires indicate that further investigation is necessary, this will be carried through by the Investigation Committee nominated by the Integrity Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made by the Integrity Committee.
- 10.6.4** In the event that Whistle-blower complaints against a member of the Integrity Committee, that member and his/her relatives shall be excluded from the Integrity Committee for the duration of the investigation and until a verdict is reached by the Integrity Committee such a member shall be treated and shall have same rights as a Subject, under this Policy.
- 10.6.5** Depending on the seriousness of the matter, the Integrity Committee may refer the matter to the Audit Committee with the proposed disciplinary action / counter measure. The Audit Committee may decide the matter as it deems fit. In such cases (referred to audit committee), Integrity Committee shall ensure direct access for Whistle-blower to the Chairperson of the Audit Committee.
- 10.6.6** The Integrity Committee must submit a report to the Audit Committee on a regular basis about all complaints referred to them together with the results of investigation, if any.

## **10.7 Escalation Protocol:**

- 10.7.1** Only in appropriate or exceptional cases, if a Whistle-blower is not satisfied with the action taken on his/her complaint, the Whistle-blower can write to Chairman of the Audit Committee at Syngene International Limited, Biocon Park, Plot# 2&3, Jigani Link Road, Bangalore -560099.
- 10.7.2** When escalating the matter, Whistle-blower should provide complete details of the complaint and the reason for dissatisfaction.

## **10.8 Responsibilities of Integrity Committee:**

- 10.8.1** The Integrity Committee will review the findings of the Investigation Committee and will initiate appropriate corrective action.
- 10.8.2** The Integrity Committee will be responsible for ensuring that the investigation process is fair and transparent.

**10.8.3** The Integrity Committee will provide sufficient and fair opportunity to the Subject to prove/justify his/her stand and case, including personal hearing as may be required, and shall ensure complete fairness in the process of investigation.

**10.8.4** Where the Integrity Committee is unable to address / reject the complaint within stipulated period of 90 days from the date of receipt of complaint, it shall refer the matter to the Audit Committee. In such cases, Integrity Committee shall ensure direct access for Whistle-blower to the Chairperson of the Audit Committee.

**11.0 Guidance to reporting:** A few points which should be kept in mind before or while reporting a complaint:

**11.1** Attempt should be made to report the complaint immediately after the incident has occurred.

**11.2** It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc.).

**11.2.1** It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the complaint.

**11.2.2** Whistle-blower may be requested for additional information on the complaint through the reporting channels.

**11.2.3** In case the Whistle-blower does not respond within 7 working days and if the complaint cannot be investigated due to lack of information, then it may be closed.

**11.3** The Whistle-blower should not investigate or attempt to investigate the matter on his/her own.

**11.4** The Whistle-blower does not have the right to participate in any investigative procedures. However, Investigation Team may interact with the whistle-blower for additional information related to the complaint.

**11.5** In case of reporting on website, Whistle-blower has to select a category to which the complaint belongs. Whistle-blower may, based on his judgment, select the category which best fits the complaint. Various categories with illustrative nature of complaints that will fit into these categories, have been tabulated below:



Categories	Illustrations
Corporate Governance	Violation of Company's policy, etc.
Human Resources	Harassment at work-place, discrimination at workplace, etc.
Accounts / Finance	Manipulation of accounts, misreporting in MIS, etc.
Legal	Irregularities in statutory compliances, potential violation of laws, etc.
Information Technology / Intellectual Property	Override of access / IT controls, leakage of information, etc.
Bribery / Corruption	Bribery and corruption (involving government officials).
Fraud / Misconduct	Commission / kickbacks from vendors / dealers. Irregularities in tendering, excessive / undue procurement, etc.
Others / Unethical behavior	This is a residual category. If the Whistle-blower is unable to select the best fit category for his / her complaint, he/she may select this category

## 12.0 Conduct of Investigation participants and subject

**12.1** All employees who are interviewed, asked to provide information or otherwise participate in the investigation ("Participants") have a duty to fully cooperate with the Investigation Committee.

**12.2** Participants should refrain from discussing or disclosing the investigation or their testimony with anyone not connected to the investigation. In no case the Participant should disclose or discuss with the Subject the nature of evidence requested or provided or testimony given to the Investigation Committee unless agreed to by the Investigation Committee.

**12.3** The employee / subject under investigation:

- Shall not threaten or intimidate the witnesses or interfere in the investigation
- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the complaint
- Shall not withhold, destroy, delete or tamper evidence, in any form
- Shall be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so.

- The Subject under suspicion of committing irregularity can be placed under suspension until the investigation/review of charges against him/her is completed.
- System access to the Subject under suspicion of committing irregularity may be discontinued until the investigation/review of charges against him/her is completed.

## **13.0 Whistle-blower Protection**

- 13.1** No unfair treatment will be meted out to a Whistle-blower by virtue of his/her having reported an Unethical/Non-Compliant Activity under this Policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle-blower.
- 13.2** If any Whistle-blower feels that he/she is experiencing any kind of reprisal or retaliation, victimization or discrimination in nature of intimidation, pressure to withdraw the complaint or threats for reporting, testifying or otherwise participating in the investigation proceedings, he/she should report the matter to the Integrity committee. Retaliation includes discrimination, reprisal, harassment or vengeance.
- 13.3** He/she will not be at the risk of losing his / her job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like, including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his/her duties/functions
- 13.4** As with complaints of Unethical/Non-Compliant Activities, such actions of retaliation, victimization or discrimination too will be treated as misconduct and upon notification, the Integrity Committee will immediately take appropriate action to prevent/rectify the retaliation, including, pending inquiry, temporarily suspended the perpetrator of any such alleged acts of retaliation or victimization from his/her employment until the completion of investigation of such retaliation, victimization or discrimination.
- 13.5** Retaliation, victimization or discrimination in the nature of intimidation, pressure to withdraw complaint or threats of reporting, testifying or otherwise participating in the investigation proceedings, will be treated as seriously, as an alleged case of Unethical/Non-Compliant Activity and will apply even if the original complaint is not proven and may result in the termination of the employment of perpetrator of such an act of retaliation/victimization/intimidation.
- 13.6** The Company will take steps to minimize difficulties, which the Whistle-blower may experience as a result of making the Unethical/Non-Compliant Activities. Thus if the

Whistle-blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle-blower to receive advice about procedure etc.

**13.7** The identity of the Whistle-blower, if known, shall be kept confidential under the highest degree of confidentiality.

**13.8** A Participant assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle-blower and are also entitled to the same degree of protection from retaliation for having participated in an investigation.

**13.9** It is hereby clarified that if at any time the investigation reveals that the Whistle-blower was somehow involved in the reported Unethical/Non-Compliant Activity, the Whistle-blower shall not be immune from being proceeded against with the same degree as the reported perpetrator of the Unethical/Non-Compliant Activity.

#### **14.0 Secrecy/ Confidentiality:**

**14.1** All complaints reported through any of the channels will be kept confidential and will be shared strictly on a 'need to know' basis.

**14.2** The Whistle-blower, the Subject, the members of the Integrity Committee, the Participant and everyone involved in the process shall:

**14.2.1** Maintain complete confidentiality/secrecy of the matter;

**14.2.2** Not discuss the matter in any informal/social gatherings/meetings;

**14.2.3** Discuss only to the extent or with the persons required for the purpose of completing the process / investigations;

**14.2.4** Not keep the papers unattended anywhere at any unlocked storage location;

**14.2.5** Keep the electronic mails/files under password protection.

**14.3** If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit by the Company.

**14.4** Whistle-blower's identity will be disclosed only in following circumstances:

**14.4.1** The person agrees to be identified;

**14.4.2** Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively;

**14.4.3** Identification is required by law;

**14.4.4** In cases identified by the Integrity Committee as “frivolous” or “bogus complaint” or “with malafide intent” and reported to Audit Committee.

## **15.0 Prevention of misuse of the policy**

**15.1** While it will be ensured that genuine Whistle-blower are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

**15.2** Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle-blower knowing it to be false or reported with a mala fide intention.

**15.3** Whistle-blower, who makes any complaints which have subsequently found to be malafide, frivolous or malicious shall be liable to be prosecuted under Company’s Code of Conduct. This policy is not intended to cover complaints that are purely personal in nature and which arise outside the Company and has no impact on Company’s operations.

**15.4** The protection is also available provided all the conditions set out below are met:

- He/she is not acting for personal gain
- He/she is not involved in the complaint reported.

**15.5** In the event that a complaint made in good faith (in the sole discretion of the Integrity Committee) is subsequently found to be untrue, no action would be initiated against the Whistle-blower.

**15.6** The complaints of Unethical-Non-Compliant Activities made by the Whistle-blower must be genuine with adequate supporting proof. The information provided by the Whistle-blower should be on the basis of first-hand experience of the Whistle-blower. It should not be based on any secondary source such as grapevine or any other form of informal communication.

**15.7** If the Whistle-blower chooses to disclose his/her identity to the Integrity Committee, the authenticity of the Whistle-blower identity should be established before considering the case for the purpose of investigation.

**15.8** In case of anonymous disclosure, the Integrity Committee shall examine the possible intention and genuineness of the disclosure in advance before going ahead with the investigation. In case they suspect that the complaint was made with mala-fide intentions or was frivolous in nature, they can decide to drop the case with reasons recorded in writing.

## **16.0 Retention of Document**

**16.1** Company will maintain appropriate documents for all the complaints received through whistle-blowing mechanism and the action taken against them.

**16.2** The related documents need to be preserved for a minimum of 8 years from the date of final reporting

## **17.0 Accountability and Amendment:**

**17.1** This Policy has been approved by the Audit Committee of the Company.

**17.2** Any modifications to it will be subject to approval from these authorities.

**17.3** Modification may, amongst other reasons, be necessary to ensure compliance with local, state, central and international laws or to accommodate organizational changes within the Company

**17.4** Integrity Committee can recommend changes to this document, the same shall be approved by the Audit Committee.

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