



**STRIDES PHARMA SCIENCE
LIMITED**

WHISTLE BLOWER POLICY

PREFACE

Stridians' are guided by Strides' Core Value System viz., Integrity, Collaboration and Efficiency ('ICE'). These core values have been integrated into every process and system at Strides and all employees are expected to conduct themselves with the highest standards of ethical, moral, and legal conduct, at all times.

In order to maintain these standards, the Company encourages its employees, directors, and other stakeholders who have concerns about misconduct/ suspected misconduct, to come forward and express their concerns without the fear of punishment or unfair treatment.

Additionally, Section 177 of the Act read with relevant rules framed thereunder, Regulation 4 and Regulation 22 of SEBI Listing Regulations and Regulation 9 of SEBI PIT Regulations, requires every listed company to establish a vigil mechanism for its stakeholders, including its employees and directors, to report genuine concerns/ freely communicate their concerns about illegal or unethical practices, by ensuring adequate safeguard against victimization for such reporting.

Considering the above, the Company has formulated Strides' Whistle Blower Policy ("the Policy"), effective May 23, 2014, which has been amended from time to time, primarily to align with the change in regulatory provisions.

This policy provides a mechanism for the employees, directors and other stakeholders of the Company to raise concerns regarding actual or potential violations with respect to various issues such as financial irregularities, misrepresentations, fraud, theft, bribery, other corrupt business practices, Insider trading violations, negligence causing substantial and specific danger to public health and safety, amongst others.

This Policy further intends to cover serious concerns that may have *dire* impact on the operations and performance of Company's business and shall not be considered as a route to raise a grievance about a personal situation. Disciplinary action may be taken against a Whistle Blower who makes *mala fide* or frivolous disclosure.

1. DEFINITIONS

- a) **“Act”** shall mean the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.
- b) **“Audit Committee or the Committee”** shall mean the Committee of the Board constituted from time to time in accordance with the provisions of Section 177 of the Companies Act, 2013, and read with Regulation 18 of the Listing Regulations
- c) **“Board”** shall mean the Board of Directors of the Company.
- d) **“Company”** shall mean Strides Pharma Science Limited.
- e) **“Disciplinary Action”** shall mean any action that can be taken during/ upon completion of investigation proceedings including but not limited to caution notice, imposition of fine, suspension from official duties or any such action, as deemed fit, considering the gravity of the matter.
- f) **“Employee”** shall mean any employee of the Company.
- g) **“Frivolous Concern”** means any disclosure which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with *mala fide* intentions against the Subject.
- h) **“Good Faith”** – An employee shall be deemed to be communicating in *“good faith”* if there is reasonable cause for communication of unethical and/ or improper practices or any other alleged wrongful conduct.
- i) **“Investigator(s)”** means person(s) appointed and authorized by Whistle Officer/ Chairperson of Audit Committee, as the case may be, for assistance in investigation of Protected Disclosures received under this Policy and providing a report on the investigation thereon.
- j) **“Listing Regulations or SEBI Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- k) **“Policy or This Policy”** shall mean “Strides’ Whistle Blower Policy.”
- l) **“Protected Disclosure or PD”** shall mean any communication made in good faith by a Whistle Blower that discloses or demonstrates information that may evidence unethical and/ or improper activity undertaken by the Company/ Director/ any other person of the Company. Such disclosures shall be made on the basis of a direct first-hand experience of the Whistle Blower.

PDs should be factual and not speculative in nature.
- m) **“Protected Disclosure Form”** is the prescribed form through which Whistle Blowers are required to submit their concerns under this Policy.

- n) **“PIT Regulations or SEBI PIT Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time.
- o) **“Subject”** shall mean a person or group of persons against or in relation to whom a PD is made or evidence is gathered during an investigation under this Policy.
- p) **“Whistle Blower/ WB”** shall mean an employee/ director/ customer/ vendor/ any other aggrieved person making PD under this Policy.
- q) **“Whistle Officer”** shall be the HR Head of the Company, who will oversee the reporting and investigation of unethical or illegal activities within the organization that are brought to light by the Whistle Blowers.
- r) **“Unpublished Price Sensitive Information/ UPSI”** shall mean any information, relating to the Company or its securities, directly or indirectly, that is ***not generally available*** which upon becoming generally available, is likely to materially affect the price of the securities.

UPSI shall ordinarily include information relating to the following:

- periodic financial results;
- declaration of dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- change in key managerial personnel; and
- such other information as identified and communicated by the Board of Directors of the Company.

Above list is intended to illustrate the categories of UPSI and is not an exhaustive list.

Any words used in this Policy but not defined herein shall have the same meaning ascribed to it in the Act or Rule made thereunder, Listing Regulations, PIT Regulations or any other relevant legislations or law applicable to the Company.

2. APPLICABILITY

All stakeholders of the Company are eligible to make PD under this Policy.

These stakeholders may fall into any of the following broad categories:

- a) Employees;
- b) Directors;
- c) Employees of other agencies deployed for Company’s activities, whether working from any of Company’s offices or any other location;
- d) Contractors, vendors, suppliers, or agencies (or any of their employees) providing any material or service to the Company;
- e) Customers of the Company; and
- f) Any other person associated with the Company.

3. SCOPE

This policy *inter alia* covers the following illustrative circumstances involving stakeholders of the company:

- Financial irregularities, misrepresentations, fraud, theft, bribery, and other corrupt business practices.
- Insider trading violations including reporting of instances of leak/ suspected leak of Unpublished Price Sensitive Information (UPSI).
- Negligence causing substantial and specific danger to public health and safety.
- Abuse of authority, illegal discrimination, or harassment.
- Actual or potential conflicts of interest.
- Deliberate violation of law/ regulations applicable to the Company.
- Breach of Company Policies.

OUT OF SCOPE MATTERS

This Policy shall not cover the following illustrative circumstances:

- a) Concerns pertaining to salary and performance evaluation or any other HR related matters which shall be dealt by Strides' HR function.
- b) Concerns of Sexual Harassment which can be dealt by the Internal Complaints Committee of the Company in compliance with Strides' PoSH Policy. *These concerns may be addressed to designated email ID viz., posh@strides.com*
- c) Customer Concerns which can be dealt with under the alternate redressal mechanism established for that purpose. *These concerns may be addressed to designated email IDs viz., drugsafety@strides.com or Quality@strides.com or through online reporting on the Company's website.*

Link to access contact details/ make online reporting is available at https://www.stridess.com/contact_DS.aspx

- d) Anonymous disclosures/ disclosures made without adequate information/ supporting documents relating to the Subject and the incident, at the discretion of the Whistle Officer.
- e) WB who makes

- PDs, which have been subsequently found to be *mala fide*/ malicious; and
- three or more PDs, which have been subsequently found to be frivolous, baseless, or reported otherwise than in Good Faith.

Above lists are intended to illustrate the types of issues/ concerns that may/ may not be considered under this Policy and are not exhaustive lists.

4. PROCEDURE FOR MAKING PROTECTED DISCLOSURE

All PDs shall be addressed to the Whistle Officer and shall be in the format prescribed in **Annexure A**.

PDs about Sr. Management and Directors shall be addressed to the Chairperson of Audit Committee.

Such PDs shall be appropriately dealt with by the Whistle Officer and/ or Chairperson of Audit Committee, as the case may be.

Co-ordinates of Whistle Officer and Chairperson of Audit Committee

Whistle Officer

Strides Pharma Science Limited

‘Strides House’, Bilekahalli, Bannerghatta Road,
Bengaluru – 560 076.

Email: whistleblower@strides.com

Toll Free Number: 1800 270 1020

Chairperson of Audit Committee

Mr. Sridhar S

D-905, Ashok Towers
Dr. S. S. Rao Road, Parel
Mumbai – 400 012.

Email: sridhars4@gmail.com

PD may be submitted by either by e-mail or in writing or by calling designated toll-free number, as detailed above.

5. ANONYMOUS DISCLOSURES

Company recommends WBs raising a concern, to provide their identity to facilitate effective and expeditious redressal of the concern. Whistle Officer and others concerned shall take appropriate care in keeping the identity of WB confidential.

While WB may choose to be anonymous, this may delay the investigation process.

6. INVESTIGATION PROCEDURE

Concerns raised through PDs under this policy shall be processed, as follows:

- 1) **Acknowledgement** on receipt of PD within 7 days of such receipt by appropriate authority.
- 2) **Preliminary Investigation** by Whistle Officer/ Chairperson of Audit Committee, as the case may be, (**‘Appropriate Authority’**) for determination of whether concern raised constitutes malpractice under this policy.

Complainant may be contacted for further details/ information regarding the concerns raised.

Basis outcome of preliminary investigations, concerns may either be taken up for further investigation or dropped.

- 3) **Further Investigation** – Whistle Officer has absolute discretion to carry out the investigation process, either internally or by engaging third party consultants, on a case-to-case basis.

Post investigation, a written report on findings and recommendations to the Appropriate Authority shall be submitted not later than 45 days from the date of receipt of PD. Additional time may be allowed based on the circumstances of the case.

If the alleged malpractice is required by law to be dealt with under any other mechanism, Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

- 4) Basis investigation discovery, decision shall be made by Appropriate Authority on action to be taken.

Whilst it may be difficult to keep WB regularly updated on the progress of the investigations, efforts shall be made to keep WB informed on outcome of investigation and its recommendations, subject to any obligations of confidentiality.

In exceptional cases, where the WB is not satisfied with the outcome of the investigation, they may make an appeal to the Chairperson of Audit Committee.

Detailed flow chart of investigation process is provided as **Annexure B**.

7. **ROLE OF WHISTLE BLOWER**

WBs’ role is that of a reporting party with reliable information.

They are not required or expected to act as investigators or fact finders, nor would they determine the appropriate corrective or remedial action that may be warranted in any given case.

They shall not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than, as requested by the Appropriate Authority or Investigators, as the case may be.

While this Policy intends to provide protection to WBs who make PDs, it is informed that any repeated frivolous or false or bogus disclosures made with *mala fide* intent, shall warrant appropriate disciplinary action, as decided by such Appropriate Authority.

8. PROTECTION TO WHISTLE BLOWERS

WB shall not be under the risk of suffering any form of retaliation including the risk of their employment.

Company shall not tolerate any harassment/ victimization (including informal pressures) against any WB making such disclosures in Good Faith and with reasonable/ sufficient cause.

This protection shall be available, provided that WB:

- i) communicates/ discloses in Good Faith;
- ii) reasonably believes that information, and any concern contained in it, are substantially true; and
- iii) is not acting for personal gain.

Any other Employee/ Business Associate assisting in the said investigation shall also be protected to the same extent as the WB.

Whilst it is ensured that genuine WBs are accorded complete protection as mentioned above, any abuse of such protection shall warrant disciplinary action, as decided by the Appropriate Authority.

However, no action shall be taken against anyone who makes a disclosure in Good Faith, reasonably believing it to be true, even if the disclosure is not subsequently confirmed by the investigation.

WB who faces retaliation for making a PD under this Policy may address the same to the Chairperson of Audit Committee.

This protection does not specifically extend the immunity for involvement in the matters that are the subject of disclosure and investigation.

9. ACCOUNTABILITIES

a) WHISTLE BLOWERS

Accountabilities of WBs under this policy, *inter alia* includes:

- a) To bring early attention of the Company on becoming aware of any improper practice, as early as possible/ within a period of three months of noticing such improper practice.
- b) Provide all factual/ corroborating evidence, as available with them.
- c) To co-operate with investigating authorities and maintain confidentiality of the subject matter of Disclosure and the identity of the persons involved in the alleged Malpractice.

b) WHISTLE OFFICER AND/ OR INVESTIGATORS

Whistle Officer and/ or Investigators are expected to:

- a) Conduct inquiry in a fair and unbiased manner;
- b) Ensure complete fact-finding;
- c) Maintain strict confidentiality;
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom;
- e) Recommend an appropriate course of action – suggested disciplinary action, including dismissal, and preventive measures; and
- f) Minute investigation deliberations and document the final report.

10. RIGHTS OF A SUBJECT

Subjects, in general, shall have right to be:

- heard;
- provided adequate time and opportunity to communicate/ articulate on the subject matter;
- informed of the outcome of the investigation and completion of the inquiry/ investigation process in writing by the Company.

11. REPORTS

Whistle Officer shall submit periodic reports to the Chairperson of Audit Committee about all PDs received under this Policy together with the results of investigations, in the prescribed format as per **Annexure C**.

12. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with the PDs shall be considered '*confidential*' and access to such reports and records shall be restricted to the Whistle Officer and Chairperson of Audit Committee.

PDs and any resulting investigations, reports or resulting actions shall generally not be disclosed to the public, except as required by any legal requirements or regulations or by any corporate policy in place at that time.

13. RETENTION OF DOCUMENTS

All PDs received along with results of investigation relating thereto shall be retained by the Company as per applicable laws and regulations, for the time being in force.

14. COMPANY'S POWERS

Company is entitled to amend or modify this Policy in whole or in part at any time without assigning any reason whatsoever.

Whilst, the Company has made best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy.

Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

15. SUBSCRIPTION OF COMPANY'S POLICY

Subsidiaries of the Company may choose to subscribe to this Policy and in this regard may reach out to the Whistle Officer of the Company.

For any clarifications relating to this Policy, stakeholders may reach out to the Whistle Officer at whistleblower@strides.com

16. POLICY REVIEW

The Board may, based on the recommendations of the Audit Committee, make any amendments to this Policy from time to time.



In case of any subsequent changes in the provisions of the Act, the Listing Regulations and/ or the PIT Regulations, which makes any of the provisions in this Policy inconsistent, the provisions of the Regulations would prevail over this Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

Format for making Protected Disclosures

1	Name of the Whistle Blower (WB)	
2	Category of WB <i>(Tick relevant category)</i>	Strides Employee Directors Other Stakeholder (If other stakeholder, please specify)
3	Employee ID, if applicable	
4	Address of WB	
5	Mobile Number	
6	Description of Malpractice/ incident	

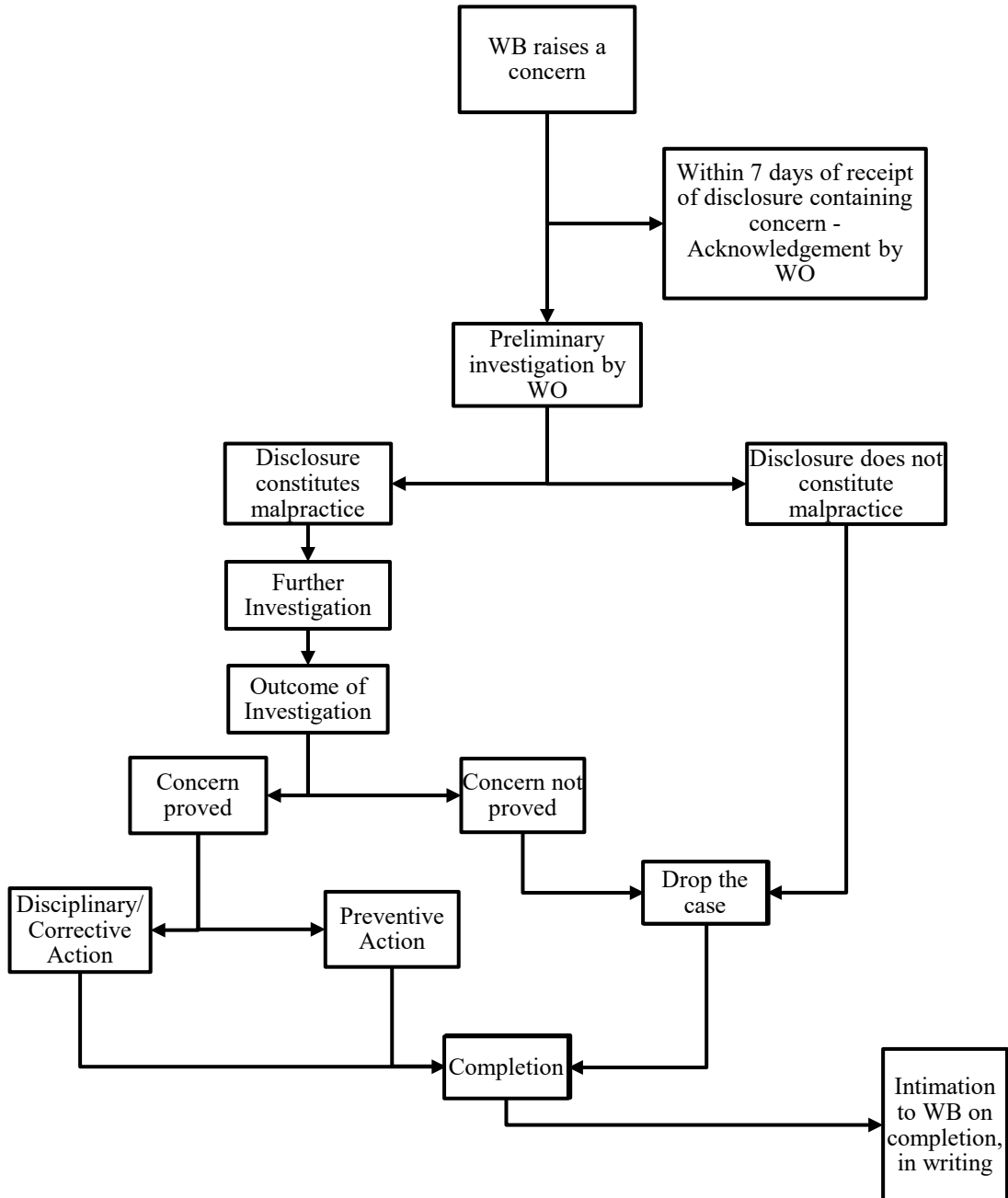
I hereby consent to be reached out for any further information required by the Whistle Officer/ Company with reference to this concern.

Name:

Date:

Place:

Signature of Whistle Blower

PROCESS FLOWCHART


Report of Protected Disclosure

Chairperson,
Audit Committee
Strides Pharma Science Limited,
Bengaluru

Sub: Report on Protected Disclosures under the Strides' Whistle Blower Policy for the period from (Date) to (Date)

We would like to inform you that following is the status of Protected Disclosures received during the said period:

Total Number of Disclosures received		Nature of Complaint	Outcome of Investigation (Resolved/ under process)	Actions Recommended	Remarks, if any
#	Date				

Thanks and Regards,

Whistle Officer