



STRIDES PHARMA SCIENCE LIMITED

WHISTLE BLOWER POLICY

PREFACE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees, directors and stakeholders of the Company who have concerns about misconduct/ suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment.

Strides' Whistle Blower Policy ("the Policy") has been formulated in line with the requirements under the Companies Act, 2013 and the SEBI LODR Regulations and is effective from May 23, 2014. The Policy has been amended from time to time primarily to align with the change in regulatory provisions. It provides a mechanism for the directors, employees and stakeholders of the Company to raise their concerns about actual or potential violations with respect to various issues such as:

- 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- Insider trading violations including reporting of instances of leak/ suspected leak of unpublished price sensitive information.
- 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.

The Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy is not a route for taking up a grievance about a personal situation. Disciplinary action shall be taken against an employee who makes mala fide or frivolous allegations.

1. DEFINITIONS

- a) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **“Board”** means the Board of Directors of the Company.
- c) **“Company”** means Strides Pharma Science Limited.
- d) **“Disciplinary Action”** means any action that can be taken during the/ upon completion of the investigation proceedings including but not limited to caution notice, imposition of fine, suspension from official duties or any such action, as is deemed to be fit considering the gravity of the matter.
- e) **“Employee”** means any employee of the Company, whether working in India or abroad.
- f) **“Frivolous Complaint”** means any complaint 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, arising out of false allegations.
- g) **“Good Faith”**: An employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct.
- h) **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Whistle Officer/ Chairperson of the Audit Committee.
- i) **“Policy or This Policy”** means, “Whistle Blower Policy.”
- j) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity undertaken by the Company/ Director/ any other person of the Company.

Protected Disclosures should be factual and not speculative in nature.
- k) **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.
- l) **“Whistle Blower”** is an employee/ customer/ vendor/ any other aggrieved person making a Protected Disclosure under this Policy.
- m) **“Whistle Committee”** means a Committee constituted by the Whistle Officer comprising of senior members from Human Resources, Internal Audit and a

representative of the Division/ Department where the breach has occurred, as may be necessary.

- n) **“Unpublished Price Sensitive Information”** (UPSI) means 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;

It is intended that information relating to a company or securities, that is not generally available would be UPSI if it is likely to materially affect the price upon coming into the public domain.

The types of matters that would ordinarily give rise to UPSI have been listed above to give illustrative guidance of UPSI.

2. APPLICABILITY

- a) All stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:
- i. Employees of the Company;
 - ii. Directors of the Company;
 - iii. Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location
 - iv. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
 - v. Customers of the Company
 - vi. Any other person having an association with the Company.

3. SCOPE

A Whistle Blower may make a Protected Disclosure under this Policy related to actual or potential violations of variety of issues, such as:

- 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.
- 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.

The above list is not an exhaustive list and is intended to illustrate the types of issues that may be raised under this Policy.

4. PROCEDURE FOR REPORTING AND INVESTIGATION OF PROTECTED DISCLOSURE

- a) All Protected Disclosures should be addressed to the Whistle Officer or the Chairperson of the Audit Committee. Such disclosure shall be appropriately dealt with by the Whistle Officer or the Chairperson of the Audit Committee, as the case may be.

Whistle Blower can make a Protected Disclosure through email or post to the address provided in this Policy.

The manner of reporting Protected Disclosure and its investigation is provided as Annexure A.

- b) It is mandatory for the Whistle Blower to share his/ her details in the Protected Disclosure. Appropriate care shall be taken to keep the identity of the Whistle Blower confidential.
- c) The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- d) Whistle Blowers should 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 Whistle Officer or the Chairperson of the Audit Committee or the Investigators.
- e) For any clarifications relating to this Policy, stakeholders may reach out to the Whistle Officer.

5. DISQUALIFICATIONS

The Company reserves the right not to investigate in the following circumstances:

- a) Complaints pertaining to salary and performance evaluation or any other HR related issues which does not indicate violation of Company's Policies.
- b) Customer Complaints which can be dealt with under the alternate redressal mechanism established for that purpose.
- c) Complaints made without adequate information relating to the Subject and the incident.
- d) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide/ malicious or Whistle Blowers who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

6. INVESTIGATORS

- a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Whistle Officer/ Audit Committee when acting within the course and scope of their investigation.
- b) Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c) Investigations will be launched only after a preliminary review by the Chairperson of the Audit Committee or the Whistle Officer, as the case may be, which establishes that:
 - i) the alleged act constitutes an improper or unethical activity or conduct, and
 - ii) the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

7. PROTECTION TO WHISTLE BLOWERS

- a) A Whistle Blower shall not be at a risk of suffering any form of reprisal or retaliation for whistle blowing under this Policy.

Company's employee shall not be at the risk of losing her/ his 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 her/ his duties/ functions including making further Protected Disclosure, as a result of reporting under this Policy.

The protection is available provided that:

- i) The communication/ disclosure is made in good faith.
 - ii) The Whistle Blower reasonably believes that information, and any allegations contained in it, are substantially true; and
 - iii) The Whistle Blower is not acting for personal gain.
- b) Any other Employee/ business associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- c) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

- d) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide/ malicious or Whistle Blowers who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

8. ACCOUNTABILITIES – WHISTLEBLOWERS

- a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- b) Duty to co-operate with investigating authorities and maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice.
- c) A whistleblower has the right to protection from retaliation. But this does not extend the immunity for involvement in the matters that are the subject of the allegations and investigation.
- d) In exceptional cases, where the whistle blower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, they may make an appeal to the Chairperson of Audit Committee of the Company.

9. ACCOUNTABILITIES OF WHISTLE OFFICER AND WHISTLE COMMITTEE

- 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;
- f) Minute Committee deliberations and document the final report.

10. RIGHTS OF A SUBJECT

- a) Subjects have right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity for the Subject to communicate their say on the matter.
- b) Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.

11. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action including termination of employment, in accordance with Company rules, policies and procedures.

Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies.

12. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Whistle Officer, Whistle Committee and the Chairperson of the Audit Committee.

“Disclosures” and any resulting investigations, reports or resulting actions will 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 Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight years.

Further, in the event of receipt of any query from a Regulator regarding any investigation or enforcement proceedings, the relevant documents shall be preserved till the completion of such proceedings.

14. REPORTS

The Whistle Officer shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/ her since the last report together with the results of investigations, if any.

15. COMPANY'S POWERS

The 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. The 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.

16. SUBSCRIPTION OF COMPANY'S POLICY

If any subsidiaries/ associates companies/ joint ventures (India and Overseas) of the Company wish to subscribe this policy may write to the Company on the same.

ANNEXURE A

PROCEDURE FOR REPORTING & INVESTIGATION OF PROTECTED DISCLOSURE

1. How should a Protected Disclosure be made and to whom?

A Protected Disclosure should be made in writing.

Such Disclosure may be submitted by hand-delivery, email, courier or by post addressed to the Whistle Officer or Chairperson of the Audit Committee of the Company.

If a Protected Disclosure is received by any other executive of the Company, the same should be forwarded to the Whistle Officer or the Chairperson of the Audit Committee for further appropriate action.

Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

2. What are coordinates of the Whistle Officer and Chairperson of the Audit Committee?

The contact details of the Chairperson of the Audit Committee are as under:

Mr. Sridhar S
D-905, Ashok Towers
Dr. S.S.Rao Road, Parel
Mumbai - 400 012.
Email: sridhars4@gmail.com

The contact details of the Whistle Officer are as under:

HR Head
Strides Pharma Science Limited
Bilekahalli, Bannerghatta Road
Bangalore – 560 076.
Email: whistle.blower@strides.com

3. Is there any specific format for submitting the Disclosure?

There is no specific format for submitting a Disclosure. However, following details MUST be mentioned in the Disclosure:

- a) Name, address and contact details of the Whistle Blower (add Employee ID if the Whistle Blower is an employee).

- b) Brief description of the malpractice/ incident, giving the names of those alleged to have committed or about to commit such malpractice/ incident. Specific details such as time and place of occurrence are also important.
- c) In case of letters, the disclosure should be sealed in an envelope marked “Whistle Blower” and addressed to the Whistle Officer OR Chairperson of the Audit Committee.

4. What will happen after the Disclosure is submitted?

- 1) The Whistle Officer shall acknowledge receipt of the Disclosure as soon as possible (not later than seven days of receipt of the Disclosure), where the Whistle Blower has provided his/ her contact details.
- 2) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a malpractice.

If the Whistle Officer determines that the allegations does not constitute a malpractice, he/ she shall record their finding with reasons and communicate the same to the Whistle Blower.

- 3) If the Whistle Officer determines that the allegations constitute a malpractice, he/ she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of senior members from Human Resources, Internal Audit and a representative of the Division/ Department where the breach has occurred, as may be necessary.

If the alleged malpractice is required by law to be dealt with under any other mechanism, the 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) Subjects will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 5) Subjects shall have a duty to co-operate with the Whistle Officer/ Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 6) The Whistle Officer/ Chairperson of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- 7) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation

shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

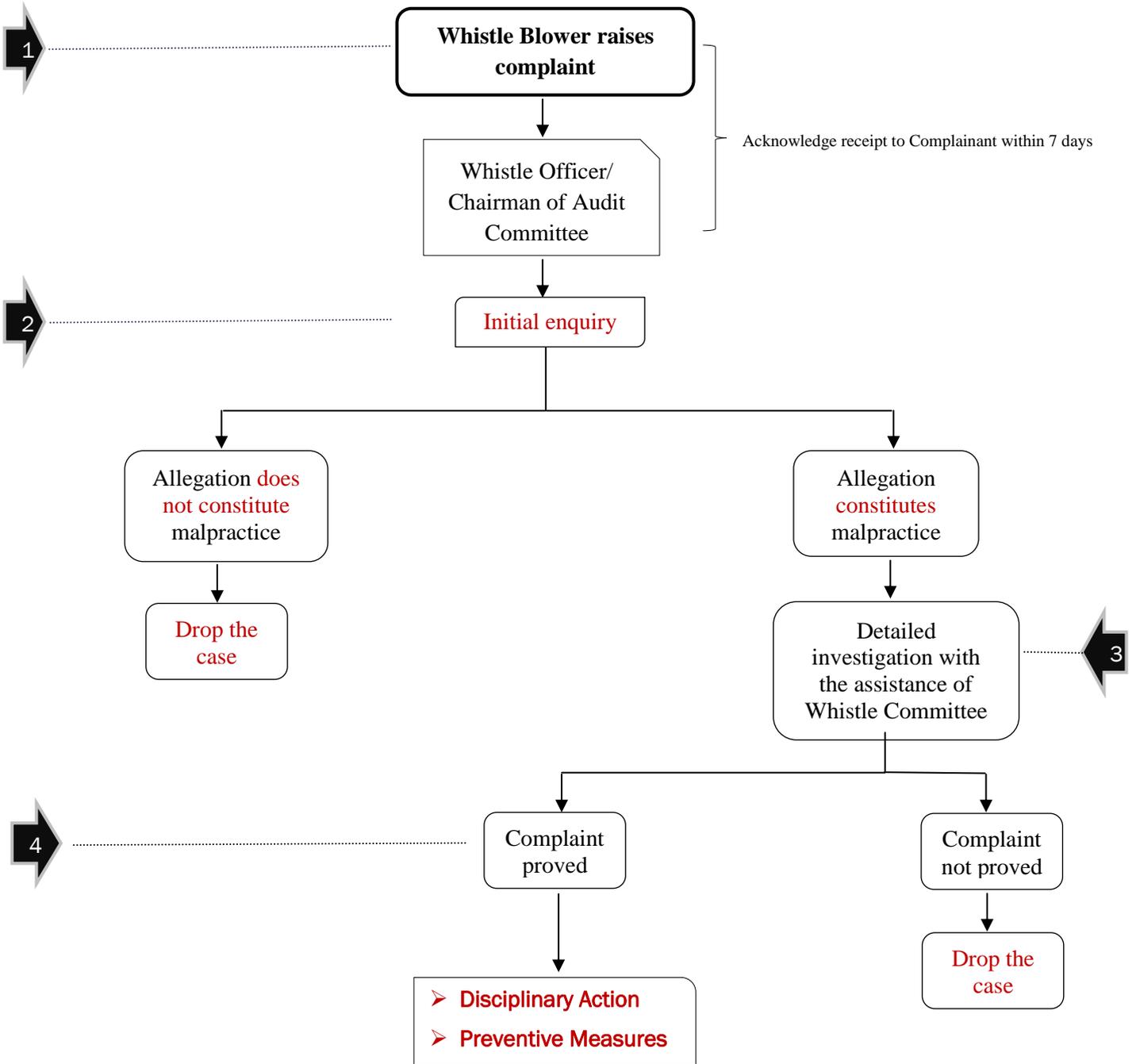
- 8) If the malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Chairperson of the Audit Committee and take appropriate action.
- 9) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing their findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 45 days from the date of receipt of the Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.
- 10) Whilst it may be difficult for the Whistle Officer to keep the Whistle Blower regularly updated on the progress of the investigations, he/ she will keep the Whistle Blower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- 11) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistle Blower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved malpractice.

5. What should I do if I face any retaliatory action or threats of retaliatory action as a result of making a Disclosure?

If you face any retaliatory action or threats of retaliatory action as a result of making a Disclosure, please inform the Whistle Officer in writing immediately.

He/ She will treat reports of such actions or threats as a separate Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.

PROCESS FLOWCHART



Note: Investigation to be completed within 45 days from the receipt of Complaint.
However, Whistle Officer may allow additional time based on the circumstances of the case.