

Whistleblower & Integrity Policy

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**Policy revision and
approval authority:**

General Counsel - Emerging Markets, and Global Head -
Human Resources, and Audit Committee of Biocon
Biologics Limited.

Review of the policy to be carried out once in two years.

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1. Scope

This Policy covers Biocon Biologics Limited (hereinafter referred to as “**Company**”), its affiliates and applies to the following:

- a. Company employees: This Policy applies to all employees (including interns, contract workmen) of Biocon Biologics Limited.
- b. Subsidiaries and other controlled affiliates: Subsidiaries and other controlled affiliates of the Company must adopt and follow corresponding policies. A 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.
- c. Directors and Officers of the Company.
- d. Third parties engaged or acting on behalf of Biocon should be aware of the contents of this Policy.

2. Objective & Preamble

The objective of the Whistleblower & Integrity Policy (hereinafter referred to as this “**Policy**”) is to:

- a. Enable a person who observes or suspects an Unethical/Non-Compliant Activity (whether or not a violation of law) (such a person, hereinafter referred to as a “**Whistleblower**”), to approach the Integrity Committee (as defined herein) or the Audit Committee.
- b. Govern reporting and investigation of allegations of suspected Unethical/Non-Compliant Activities.
- c. Enable Directors, Officers and employees to report genuine concerns or grievances.

Employees of the Company are encouraged to use guidance provided by this Policy for reporting all allegations of 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 it shall employ.

3. Policy Details

3.1 Definitions

Terms	Definition
“Investigation Team”	Shall have the meaning ascribed to it in paragraph 3.4 of this Policy.
“Officer”	Refers to any Director (as defined below), manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.
“Director”	Means a director appointed to the Board of the Company.
“Board of Directors” or “Board”	Refers to the collective body of the Directors of the Company.
“Company”	Shall have the meaning ascribed to it in paragraph 1 of this Policy.
“Participants”	Shall have the meaning ascribed to it in paragraph 3.11 of this Policy.
“Subject”	Is a person or a group of persons who is the focus of investigative fact finding either by virtue of an allegation made by a Whistleblower or evidence gathered during the course of an investigation which is a result of a Whistleblower reporting an Unethical/Non-Compliant Activity.
“Unethical/Non-Compliant Activities”	Shall mean activities that are unlawful or unethical in nature or are in conflict with the Company’s Code of Conduct.
“Integrity Committee”	Shall have the meaning ascribed to it in paragraph 3.3 of this Policy.
“Audit Committee”	Shall have the meaning ascribed to it in paragraph 3.5 of this
“Prohibited Retaliation”	Shall have the meaning ascribed to it in paragraph 3.12 of this
“Whistleblower”	Shall have the meaning ascribed to it in paragraph 2 of this Policy.

Definitions that have not been explicitly defined in this Policy, shall have the same meaning assigned to them in the Code of Conduct or the Companies Act, 2013 and Rules made thereunder, or SEBI Act and SEBI Listing Regulations thereunder, as amended from time to time.

3.2 Coverage

The Policy covers malpractices, compliance violations and events which have taken place/suspected involving (but not limited to):

- Bribery or Corruption, as defined in applicable anti-corruption laws, including the (Indian) Prevention of Corruption Act, 1988; the U.S. Foreign Corrupt Practices Act, 1977; and the United Kingdom Bribery Act, 2010
- Money-Laundering, as defined in the (Indian) Prevention of Money Laundering Act, 2002
- Fraud, including as understood under the Companies Act, 2013 and the Indian Contract Act, 1872
- Financial irregularities
- Manipulation of Company data or records
- Unauthorised disclosure of unpublished price-sensitive information
- Misuse of Company funds or assets
- Unlawful use or disclosure of confidential or proprietary information
- Wilful negligence causing substantial danger to public health and safety
- Any other criminal offence
- Abuse of authority
- Breach of the employees Code of Conduct or Rules
- Export controls and trade sanctions violations
- Third-party misconduct
- Any other unethical or unlawful activities relating to the above.

Note: This Policy should not be misused for raising malicious or unfounded allegations against any Directors, Officers, employees or other persons.

The Company may take disciplinary actions against any persons who use the reporting provisions set out in this Policy to knowingly make malicious or unfounded reports.

This Policy shall also not be used to report employee grievances or disagreements, which shall be handled by the Human Resources Department.

3.3 Constitution of Integrity Committee

The Integrity committee will comprise of Chief Financial Officer, General Counsel - Emerging Markets), and Global Head of HR who can delegate the investigation to relevant stakeholders within or outside the organization. The Integrity Committee shall independently assess the concerns raised by the Whistleblower.

The Integrity Committee shall appoint one of its members as the Chairperson who shall preside over the meetings.

3.4 Constitution of Investigation Team

The Integrity Committee shall form a committee (the “**Investigation Team**”) which shall consist of members nominated by the Integrity Committee to conduct the actual investigation of any Unethical/Non- Compliant Activities raised by the Whistleblower.

The size of the Investigation Team will be decided by the Integrity Committee. A minimum of 2 members would be required to investigate the matter. It is hereby clarified that the members of the Investigation Team may choose to hire a third party for such investigation.

3.5 Audit Committee

The Audit Committee referred to is constituted by the Board of Directors in accordance with the provisions of the Companies Act.



3.6 Process of Investigation by the Integrity Committee and Investigation Team

1. The Integrity Committee will determine whether the concern or complaint actually pertains to an Unethical/Non-Compliant Activity.
2. If an 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.
3. Where an initial enquiry indicates that further investigation is necessary, this will be carried through by the Investigation Team 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.
4. If the Whistleblower subsequently complains 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.
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, Integrity Committee shall ensure direct access for Whistleblower to the Chairperson of the Audit Committee
6. In case of a dissatisfying solution by the Integrity Committee, the Whistleblower may reach out to the Chairman of the Audit Committee.
7. In the event of a complaint involving any of the Integrity Committee members, the same can be sent to the Executive Chairperson. The email ID of the Executive Chairperson is Kiran.mazumdar@biocon.com. In the event the complaint involves any of the Key Managerial Personnel, CEO & MD, and / or the Executive Chairperson, the Whistleblower can send a written complaint addressed to the Chairman of Audit Committee, C/o Head – Human Resources/ Company Secretary/Risk and Compliance at Biocon Biologics Limited, Biocon House, Ground Floor, Tower – 3, Semicon Park, Electronic City Phase – II, Hosur Road, Bangalore 560100 or at email: chairperson.auditcommittee@biocon.com.
8. Any decision by the Audit Committee or Chairman of the Audit Committee, developed in accordance with the provisions above, is final and binding on the Whistleblower.



3.7 Responsibilities of Integrity Committee

- ✓ The Integrity Committee will review the findings of the Investigation Team and will initiate appropriate corrective action.
- ✓ The Integrity Committee will be responsible for ensuring that the investigation process is fair and transparent.
- ✓ The Integrity Committee will provide sufficient and fair opportunity to the Subject to prove/ justify his/her stand and case, including a personal hearing as may be required, and shall ensure complete fairness in the process of investigation.
- ✓ Where the Integrity Committee is unable to address* or reject the complaint within the reasonable time from the date of receipt of complaint, it shall refer the matter to the Audit Committee.
- ✓ In such cases, the Integrity Committee shall ensure direct access for Whistleblower to the Chairperson of the Audit Committee.
- ✓ The Integrity Committee will provide to the Audit Committee, on a quarterly basis, a summary report stating the number of Whistleblower complaints received, currently under investigation, and resolved.

* Address indicates, initiating an investigation.

3.8 Responsibilities of Audit Committee

Any member of the Audit Committee that has a conflict of interest with the Subject or Whistleblower in a given investigation, or reasonably believes or suspects that he or she may have such a conflict of interest, is required to recuse themselves from any involvement in that investigation.

The Audit Committee is required to review the quarterly summary report of Whistleblower complaints, as prepared by the Integrity Committee.

3.9 Reporting channels

Any person, who wishes to report a complaint or make a protected disclosure under this Policy can report his/her complaints in English or in the local language. The following channels may be used for reporting purposes:

3.9.1 Hotline numbers

Country	Line Type	Hotline Number
Canada	Domestic	1-844-609-5841 / 1-855-350-9393
France	OneConnect - TF	0800 90 37 40
Germany	OneConnect - TF	0800 1824198
India	OneConnect - TF	022 5032 3287
Malaysia	OneConnect - TF	1800811403
Saudi Arabia	OneConnect - TF	800 850 1623
United Arab Emirates	OneConnect - TF	800 0120195
United Kingdom	OneConnect - TF	0808 196 2672
United States of America	Domestic	1-844-609-5841

- 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.

3.9.2 Website: <http://bioconbiologics.ethicspoint.com>

- 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.
- When you report a complaint, you will be assigned a unique code called as “report key (reference) number” (in case of reporting via freepost channels it is advisable to provide contact information that will help in receiving a reference number).
- You can use your report key number and the password of your choice to check the status of your complaint / feedback / questions from the Integrity committee.
- To check the status of your complaint, you may also call up the hotline apart from logging in on the website through report key number.

3.9.3 Email Complaint

- A complaint can be sent to any of the members of the Integrity Committee at the email addresses, mentioned below:

Biocon Biologics Limited and Wholly-Owned Subsidiaries: integritybiologics@biocon.com

- **Reporting to members other than the Integrity Committee members:** A written report can also be handed over to the Whistleblower's immediate supervisor (in case there is no personal conflict of interest). In such case, the supervisor approached by the Whistleblower shall forward the scanned copy of the complaint to the Integrity Committee within 2 working days of the original complaint being received. Emails should be sent to:

Biocon Biologics Limited and Wholly-Owned Subsidiaries: integritybiologics@biocon.com

3.9.4 Verbal Complaint

- In the event of a verbal complaint received by any employee/ personnel from a Whistleblower, details of such complaint received shall be informed to Integrity Committee within 2 working days. The onus for reporting such complaints to the Integrity Committee is on the employee/ personnel who received the verbal complaint. The Integrity Committee, on receipt of information, shall follow the process as explained under section 3.6 of this document.

3.10 Rights and responsibilities of a Subject

- Subjects are to be informed of the allegations at the onset of a formal investigation by the Investigation Team. They shall have the opportunity to be heard during the investigation, at a time and place to be decided by the Investigation Team.
- The identity of the Subject shall be maintained in confidence to the extent possible given the legitimate needs of law and fairness in investigation.
- Unless there are compelling reasons to the contrary, Subjects shall be given the opportunity to respond to material points of evidence contained in the report presented by the Investigation Team.
- Subjects have a right to be informed of the outcome of the investigation.
- Subjects have a responsibility not to interfere with the investigation and to adhere to admonitions from the Investigation Team in this regard. The Subject shall not withhold, destroy or tamper with any evidence, nor shall the Subject influence, coach or intimidate any witnesses, in any manner.

3.11 Conduct of the Participants in an investigation

- 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 Team.
- Participants should refrain from discussing or disclosing the investigation or their testimony with anyone unless required for the purpose of completing the investigation. Under no circumstance should the Participants discuss with the Subject, the nature of evidence requested/provided or testimony given to the Investigation Team unless agreed to by the Investigation Team.
- The Investigation Team will honour any requests for confidentiality made by any Participants, to the extent possible within the legitimate needs of law and investigation.

3.12 Whistleblower protection

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblower
- b. If any Whistleblower feels that he/she is experiencing any kind of 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 (whether such intimidation, pressure or threats are made before or after the act of reporting), he/she should report the matter to the Integrity Committee.
- c. As with complaints of Unethical/Non-Compliant Activities, such actions of retaliation, victimization or discrimination ("**Prohibited Retaliation**") will be treated as misconduct and upon notification, the Integrity Committee will immediately take appropriate action to prevent or rectify any such Prohibited Retaliation, including, pending inquiry, temporarily suspending the Subject accused of any such acts from employment, until the completion of the relevant investigation.
- d. Any acts of Prohibited Retaliation, or any intimidation or pressure on a Whistleblower 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. Any acts of Prohibited Retaliation, intimidation or threats may result in the termination of employment of the perpetrator of such acts.
- e. The identity of the Whistleblower shall be kept confidential.
- f. A participant assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistleblower and is also entitled to the same degree of protection from retaliation for having participated in an investigation.
- g. It is hereby clarified that if at any time the investigation reveals that the Whistleblower was somehow involved in the reported Unethical/Non-Compliant Activity, the Whistleblower shall not be immune from being proceeded against with the same degree as the reported perpetrator of the Unethical/Non-Compliant Activity.

3.13 Secrecy/Confidentiality

The Whistleblower; the Subject; the members of the Integrity Committee, Investigation Team and Audit Committees; the Participants; and all other individuals involved in the investigation process shall:

- a. Maintain confidentiality/secrecy of the matter.
- b. Not discuss the matter in any informal/social gatherings/meetings.
- c. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- d. Not keep the papers unattended anywhere at any time.
- e. Keep the electronic mails/files under password.

3.14 Reporting and retention

- The Integrity Committee must submit a report to the Audit Committee on a quarterly basis about all complaints referred to them together with the results of investigation, if any.
- The related documents will be retained in accordance with the Company's 'Record Retention Policy' for a minimum of 5 years.



3.15 Prevention of misuse of the Policy

- While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or reported with a mala fide intention.
- Any Whistleblower who makes any complaints which have subsequently been found to be mala fide, frivolous or malicious shall be liable to be disciplined under the 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 have no impact on the Company's operations.
- In the event that a complaint made in good faith (at the sole discretion of the Integrity Committee) is subsequently found to be untrue, no action will be initiated against the Whistleblower.
- The complaints of Unethical/Non-Compliant Activities made by the Whistleblower must be genuine with adequate supporting proof. The information provided by the Whistleblower should be on the basis of first-hand experience of the Whistleblower or credible evidence in the Whistleblower's possession or knowledge. No complaint should be based solely on informal secondary sources such as hearsay or other similarly informal communication, unless the Whistleblower has adequate reason to believe that such sources are credible .
- If the Whistleblower chooses to disclose his/her identity to the Integrity Committee, the authenticity of the Whistleblower identity should be established before considering the case for the purpose of investigation.
- In case of anonymous disclosure, the Integrity Committee shall examine the possible intention and validity 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.

3.16 Amendment

The Integrity Committee has the right to amend or modify this Policy in whole or in part (with respect to non-critical changes) and has the right to recommend amendments or modifications to this policy in whole or part (with respect to critical changes) to the Audit Committee for approval.

General Counsel – Emerging Markets

Akhilesh Nand

Global Head – Human Resources

Naveen Narayanan



Contact us

For any queries, please feel free to reach out to the Investigations function