

SYNGENE WHISTLE BLOWER POLICY

Document Governance	
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Entities covered	Syngene International Limited and its subsidiaries ("Syngene"/ "Company")
Owner	Secretarial & Compliance Department
Reviewers	Legal Department - Ethics Office and Human Resources Department
Approver	Audit Committee

WHISTLE BLOWER POLICY

1. What is the purpose of this policy?

Syngene encourages a culture of openness and accountability and this Whistle Blower Policy (“**the Policy**”) is to enable a mechanism to raise concerns promptly and directly, about any unethical behaviour, suspected fraud, or irregularity in the company’s practices that are not in line with Syngene’s Code of Conduct or other applicable laws.

The Policy provides an avenue to report concerns directly to the Management or to the Chairman of the Audit Committee. The Policy also provides a mechanism for all stakeholders to report their genuine concerns without any fear or threat of being victimized.

2. Who is this policy applicable to?

The Policy is applicable to all stakeholders, including employees, directors, vendors, contractors, subcontractors, trainees, shareholders, or any other third parties.

3. What kind of concerns can be raised using whistleblower policy?

Concerns can be raised with respect to actual or suspected misconduct or wrong doing with respect to the Company on any of the following:

- suspected violation of law that applies to Syngene
- suspected violation of Syngene’s code of ethics framework (all policies under the Syngene Code of Ethics framework can be accessed [here](#))
- suspected violation of the [Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information](#)

Concerns involving unethical behaviour, financial irregularity, corruption, bribery, fraudulent activity, illegal activity, serious risk to public health and safety can be reported using the whistleblower mechanism.

The Policy should not be used in place of Syngene’s grievance procedures and should not be a route for intentionally raising malicious or false allegations against colleagues. Reported concerns pertaining to sexual harassment should be made in writing to the Internal Complaints Committee (ICC) directly. If received through the whistleblower mechanism, then the same will be forwarded to the ICC in the Company and will be dealt with as per the [Global Policy on Prevention of Sexual Harassment](#).

3. How can a concern be reported?

If you witness any situation where there is a concern about any aspect of the company not being in line with the company’s ethics framework or applicable laws, you can report the same using the following channels. Choose whichever reporting option you are comfortable with. Your confidentiality will be protected, whichever option you choose.

- **Hotline:** You can choose to use the toll free number – 000 800 0502 115 for India & (844) 905-3016 for the United States. Once you call this number, based on the language selected, an operator will guide you to report your concerns and collect as much information as possible about the concern. When you report a concern, you will receive a unique code called “report key (reference) number”. You can use this number and a password of your choice to check the status of your complaint, feedback or questions.
- **Online reporting tool:** You can choose to report using the reporting tool which can be accessed on syngeneintl.ethicspoint.com. You also have the option to report anonymously using this tool, if you wish.
- **Manager:** If you are an employee, trainee or intern, you may choose to report to your line manager or skip line manager. In such case, the line manager or skip line manager should forward the written report to the Integrity Committee (details of Integrity Committee in Q. 7 provided below) not later than one working day of the date of receipt of concern.
- **Audit Committee:** You may report directly to the Chairman of the Audit Committee (committee of the Board of Directors) by sharing the details of the concern by way of an email to Chairman.Auditcommittee@syngeneintl.com. The Chairman of the Audit Committee will direct the enquiry process depending on the nature of the concern.

If the concern involves any member of the Integrity Committee, you can send the concern directly to the Chairperson of the Audit Committee at Chairman.Auditcommittee@syngeneintl.com. In case of a conflict of interest with respect to a member of the Integrity Committee, such member shall exclude themselves from the entire investigation process.

4. What information should be provided when reporting?

Please provide as many details as possible relating to the issue. Your report should include as much information about the reported concern, which will help the investigation process. By reporting these concerns, you are helping to safeguard the Company's assets, financial integrity, and reputation. We value your commitment to upholding our ethical standards and promoting a culture of integrity.

5. Who will investigate the reported concern?

All reported concerns will be reviewed by the Integrity Committee as specified in Q.6 below. In case of a conflict of interest concerning a member of the Integrity Committee, such a member shall exclude themselves from the entire investigation process.

6. Who are the members of the Integrity Committee?

The Integrity Committee shall comprise of the Head of HR, Head of Legal, Head of Ethics and any other person nominated by the Head of HR. A senior woman representative shall be additionally represented if any of the above stated roles is not represented by a woman member. The Integrity Committee shall appoint one of its members as the Chairperson who shall preside over the meeting. Head of HR Employee Relations will act as the Secretary to the Integrity Committee.

7. What is the investigation process for a reported concern?

- Each concern reported will be reviewed by the Integrity Committee. Review and investigation report of each concern shall be documented in writing by the Integrity Committee.
- If the preliminary review by Integrity Committee indicates that there is no basis or adequate supporting information for the concern, or it is not under the scope of this Policy, it may be dismissed at the preliminary stage or forwarded to the right forum, as the case may be, and the decision shall be documented by the Integrity Committee.
- Where the preliminary review indicates that further investigation is necessary, the investigation will be conducted in a fair manner. The Integrity Committee's decision to conduct any investigation into a reported concern should only be treated as a neutral fact-finding process and not an accusation.
- Depending on the seriousness of the matter, the Integrity Committee may refer the matter to the Audit Committee with the proposed disciplinary action/ countermeasures. The Audit Committee may decide the matter as it deems fit. In such cases, the Integrity Committee shall ensure direct access for the whistleblower to the Chairperson of the Audit Committee.
- The Audit Committee or Integrity Committee may at their discretion, consider involving any internal or external investigators for the purpose of investigation, depending upon the circumstances or severity of the reported concern.
- In case the reported concern pertains to a leak or suspected leak of unpublished sensitive information, the investigation shall be carried out by the Integrity Committee (which includes the Company Secretary) along with the Chief Financial Officer.
- The Integrity Committee is required to address/reject the matters raised in a reported concern within a stipulated period of 45 days from the date of receipt of the reported concern. Depending upon the severity of the matter or in case the Integrity Committee or Audit Committee is not satisfied with the fact-finding process and needs further investigation, an additional 45 days will be provided to close the process.
- If the Integrity Committee is unable to address/reject the matters raised in a reported concern within a stipulated period of 90 days from the date of receipt of the reported concern, it shall refer the matter to the Audit Committee. In such cases, the Integrity Committee shall ensure direct access for the whistleblower to the Chairperson of the Audit Committee.
- If reported concern is directly reported to the Audit Committee, the investigation process shall be completed by the Audit Committee or the Integrity Committee (when so delegated) within 45 days from the date of receipt of the reported concern. Depending upon the severity of the matter or in case the Audit Committee or the Integrity Committee is not satisfied with the fact-finding process and needs further investigation, an additional 45 days is provided to close the process.
- In case the whistleblower does not respond within 7 working days and if the case cannot be investigated due to lack of information, then it may be closed.

8. What if the actions taken on reported concern is not satisfactory?

If a whistleblower is not satisfied with the action taken on the reported concern, the whistleblower can write to the Chairman of the Audit Committee at Chairman.Auditcommittee@syngeneintl.com. When escalating the matter, the whistleblower should provide complete details of the reported concern and the reason for dissatisfaction.

9. Will the whistleblower face any retaliation or disadvantage?

Syngene strongly believes in building and sustaining an ecosystem filled with trust and integrity at its core. We condemn any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against a whistleblower. No unfair treatment will be meted out to a whistleblower for reporting a concern or to any person involved in the investigation for providing evidence or assisting with the investigation. If the whistleblower or any participant feels that they are experiencing any kind of reprisal or retaliation, victimization or discrimination in any form including pressure to withdraw the reported concern, the same should be reported to the Integrity Committee.

10. Will the concerns reported be kept confidential?

All concerns reported through any of the channels will be kept confidential and will be shared strictly on a 'need to know' basis or as required under the law. The whistleblower, persons involved in investigation, the members of the Integrity Committee, the participant and everyone involved in the process shall maintain complete confidentiality/secretcy of the matter. If anyone is found not complying with the above, disciplinary action shall be initiated as is considered fit by the Company.

11. How are falsely reported concerns dealt with?

If a concern is raised in good faith and is not substantiated by the investigation, the individual will not face any negative consequences. If anyone makes a false allegation or raises a concern with malicious intent, disciplinary action may be initiated as is considered fit by the Company.

12. Reporting by Integrity Committee to the Audit Committee

The Integrity Committee must submit a complete report to the Audit Committee on a quarterly basis about all reported concerns, through all channels together with the investigation details, status and results of the investigation.

13. Policy Changes, Document Retention

The Audit Committee or the Board of Directors can modify this Policy from time to time. All documents with respect to the reported concerns received through whistleblowing mechanism and the action taken against them will be preserved for such period as required under applicable law. In case of any inconsistency between the terms of the Policy and the applicable laws, the provisions of the laws shall prevail.
