



**WHISTLE  
BLOWER/  
VIGIL  
MECHANISM  
POLICY**

(EFFECTIVE FROM AUGUST 1, 2022 AS APPROVED BY THE BOARD OF DIRECTOR IN  
THEIR MEETING HELD ON AUGUST 1, 2022)

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**MANKIND PHARMA LIMITED**

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**WHISTLE BLOWER/VIGIL MECHANISM POLICY****1. OBJECTIVE**

- 1.1 This Policy has been drafted to further the commitment of the Company to the highest possible standards of ethical, moral and legal business conduct. The main objectives of this Policy are:
- 1.1.1 To provide a vigil mechanism to raise concerns of Unethical Practices in good faith and a fair framework consistent with the statutory environment for reporting and inquiry; and
- 1.1.2 To provide necessary safeguards for protection of the Company's Stakeholder from reprisals or victimization, for whistle blowing.

**2. POLICY STATEMENT**

- 2.1 The Company is committed to the highest possible standards of ethical, moral and legal business conduct and has zero tolerance towards unethical or illegal standards of business conduct.
- 2.2 The Company's Stakeholders are expected to uphold professional integrity, honesty and ethical behaviour in the conduct of the affairs of the Company's business across all locations and entities.
- 2.3 The whistle blowing framework at the Company will not be influenced by an individual's position, race, colour, sexual orientation, gender identity/ expression, political belief, religion, marital status, caring responsibilities, national or ethnic origin, disability, age, citizenship or membership of a representative body.

**3. APPLICABILITY**

- 3.1 This Policy is an integral part of the Company's governance and internal control framework and Code of Conduct.
- 3.2 This Policy applies to:
- 3.2.1 All the employees of the Company on full-time or part-time employment, with either permanent, probationary, trainee, retainer, temporary or contractual appointment at the Company and their representative bodies, if any;
- 3.2.2 All the directors on the Board of Directors of the Company;
- 3.2.3 The standards in this Policy also apply to all, contractors, vendors and customers of the Company, and any other persons who avail of the vigil mechanism under this Policy.

All of the above are individually and collectively referred to as a "*Stakeholder/s*" of the Company.

**4. DEFINITIONS**

- 4.1 In this Policy the following terms and phrases shall have the following meanings:
- 4.1.1 **“Audit Committee”** means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 which has the responsibility for supervising the development and implementation of this Policy through the Ethics Committee.
  - 4.1.2 **“Code of Conduct”** means the Company’s Code of Conduct, as amended from time to time.
  - 4.1.3 **“The Company”** means Mankind Pharma Limited.
  - 4.1.4 **“Ethics Committee”** means the ethics committee constituted by the Audit Committee of the Company.
  - 4.1.5 **“Ombudsman”** refers to the ombudsman appointed by the aforesaid Ethics Committee.
  - 4.1.6 **“External Investigators”** mean those persons not being employee of the Company, authorized, appointed, consulted or approached by the Ombudsman after taking the approval of the Ethics Committee to conduct an investigation.
  - 4.1.7 **“Unethical Practices”** include and are not limited to:
    - 4.1.7.1 A failure to comply with the Company’s Code of Conduct;
    - 4.1.7.2 A failure to comply with a legal obligation;
    - 4.1.7.3 An act or an omission in the nature of criminal activity;
    - 4.1.7.4 A serious breach of a law or governmental directive / regulation;
    - 4.1.7.5 Any activity which has the potential to significantly damage the reputation of the Company;
    - 4.1.7.6 An act that could or does cause harm to a customer of the Company;
    - 4.1.7.7 Breaches relating to the accuracy or integrity of the Company’s financial statements;
    - 4.1.7.8 Acts which harm or could harm the health and safety of the Company’s staff;
    - 4.1.7.9 Dubious accounting practices or financial impropriety by staff;
    - 4.1.7.10 An act that has or which could cause damage to the environment;
    - 4.1.7.11 An act or an omission that constitutes a threat or breach of a professional Code of Conduct; &
    - 4.1.7.12 A serious breach of internal policy; actions which are intended to conceal any of the above.
  - 4.1.8 **“Internal Investigators”** mean those employees of the Company, who are authorized, appointed, consulted or approached by the Ethics Committee/Ombudsman to conduct an investigation.
  - 4.1.9 **“Investigation Report”** means the report in which facts of the case, relevant evidence and details of investigation conducted and final conclusion is documented.
  - 4.1.10 **“Investigation Subject”** means an employee and/or director and/or affiliates against or in relation to whom the Protected Disclosure has been made or evidence gathered during the course of an investigation.
  - 4.1.11 **“Investigator”** means External or Internal Investigator, as the case may be.

- 4.1.12 “**Motivated Complaint**” means a complaint which is found to be deliberately false or motivated by revenge/enmity/mischief or considerations extraneous and outside the scope of Unethical Practices.
- 4.1.13 “**Policy**” means this Vigil Mechanism/Whistle Blower Policy, as may be updated and amended from time to time in line with the provisions of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.1.14 “**Protected disclosure**” means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of any Unethical Practices.
- 4.1.15 “**Whistle Blower**” means the Stakeholders, stated in clause 3, making a Protected Disclosure under the Policy.

## **5. GUIDING PRINCIPLES**

- 5.1 A Whistle Blower complaint is a complaint where a complainant/ Whistle Blower believes that any Stakeholder has indulged in Unethical Practices.
- 5.2 Alerting the Company to potential issues will assist in promoting compliant corporate environment and will protect the Company’s reputation. All the Stakeholders have an obligation to raise such concerns as soon as possible.
- 5.3 All the Stakeholders shall address the complaints/concerns to the Ombudsman. In case of a complaint/concern against the Ombudsman, the same shall be addressed to the Ethics Committee of the Company.
- 5.4 The Protected Disclosure will be appropriately dealt by the Ombudsman/ the Ethics/ Audit Committee as the case may be.
- 5.5 Appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence of the Protected Disclosure.
- 5.6 The Whistle Blower is not required or expected to act as Investigators and do not have a right to participate in any investigative activities other than if requested by the Ethics Committee or Ombudsman.
- 5.7 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal reasons.

## **6. SAFEGUARD OF WHISTLE BLOWER AGAINST VICTIMIZATION**

- 6.1 The Company shall ensure protection to the Whistle Blower and any other employee assisting in the said investigation from any victimization. However, to discourage Motivated Complaint/s, only genuine Whistle Blowers will be accorded protection from victimization.
- 6.2 It is further clarified that protection under this Policy would not mean protection for filing a Motivated Complaint and/or protection from disciplinary action against the Whistle Blower which occurs on account of a poor job performance or misconduct independent of any Protected Disclosure. Only complaints in the nature of Unethical Practices, as defined in the definition, can be raised under the Policy.

6.3 The Whistle Blower will continue to be bound by the terms and conditions of his/her contract of employment and the company's other policies.

6.4 The Company shall make all endeavors to ensure that the identity of the Whistle Blower is kept confidential.

## 7. **REPORTING & INVESTIGATION**

### 7.1 ***REPORTING:***

7.1.1 The Whistle Blower, on reasons to believe on occurrence of any Unethical Practices, shall make a Protected Disclosure. The protected disclosure can be made to the Ombudsman through the following modes:

7.1.1.1 Email at [ombudsman@mankindpharma.com](mailto:ombudsman@mankindpharma.com); or

7.1.1.2 Courier in sealed envelope marked as "Confidential for kind attention of **Ombudsman**" at the following address i.e. Mankind Pharma Limited, 208, Okhla Industrial Estate, Phase - III, New Delhi-110020.

7.1.2 Protected disclosure shall be supported by critical information, documents and evidences, as required in **Annexure-2** with supporting documents.

7.1.3 The Whistle Blower may also choose to raise the concern anonymously.

7.1.4 The Ombudsman will be responsible for making a record of the details of the concern.

7.1.5 Any communication by the Whistle Blower shall be made in secured manner to ensure security of the information and to ensure protection to the Whistle Blower.

7.1.6 If there is a doubt about whether a particular situation amounts to Unethical Practices, the Whistle Blower is encouraged to consult any of the member of the Ethics Committee or the Ombudsman, prior to making the Protected Disclosure.

7.1.7 The Whistle Blower will be under the moral obligation to support the investigation and in the case of anonymous complaints required to provide evidence available with him/her to support the allegations made. In all cases, the Whistle Blower will be required to demonstrate to the Ombudsman that there were reasonable and sufficient grounds for his/her concern.

7.1.8 It is important that the Whistle Blower at the earliest possible opportunity makes the Protected Disclosure.

7.1.9 List of Ethics Committee members is tabulated in **Annexure - 1**.

### 7.2 ***INVESTIGATION:***

7.2.1 If prima facie it is found that there is material to the Protected Disclosure, the protected disclosure will be thoroughly investigated by the Investigator.

7.2.2 The Ethics Committee and the Ombudsman shall seek to ensure that there is no conflict of interest with the proposed appointment of an external agency for investigation.

7.2.3 In case of any conflict of interest with member of Ethics Committee the concerned member of the Ethics Committee shall recuse and also may be replaced by any other employee, recommended jointly by the rest of the members.

- 7.2.4 The Ombudsman shall have right to call for any information/ document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under the Policy. All such information/documents shall be admissible as evidence and shall not be tampered with.
- 7.2.5 The decision to conduct an investigation taken by the Ethics Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- 7.2.6 The identity of the Investigation Subject as well as process shall also be kept confidential.
- 7.2.7 Both the Whistle Blower and the Investigation Subject shall be duty bound to co-operate with the investigations.
- 7.2.8 The Investigation Subject will be informed of the allegations at the appropriate stage and will be provided opportunities for a personal hearing along with an opportunity to respond to material findings contained in an Investigation Report.
- 7.2.9 The Investigation Subject has a right to consult with a person or persons of their choice, other than the members of the Ethics Committee/ Ombudsman/ Investigators. If External Investigators are engaged, the Investigation Subject shall be free to engage a counsel at its own cost to represent him/her in the investigation proceedings.
- 7.2.10 The investigation shall be completed within 60 (sixty) days of the receipt of the Protected Disclosure. However, the mentioned timeline may exceed based on the nature and complexity of allegations. The reasons for the extension shall be documented by the Ombudsman and submitted for approval by the Ethics Committee not later than 10 days before the expiry of the 60 (sixty) days timeframe.
- 7.2.11 A periodic status review of the investigation proceedings to the Audit Committee of the Company shall be provided by the Ethics Committee.

## **8. DECISION**

- 8.1 An Investigation Report shall be prepared by the Ombudsman, after the completion of investigation. All discussions of the proceedings would also be documented and the final report shall be prepared subsequently. The report shall be submitted to the Ethics Committee. The decision taken by Ethics Committee shall be final and binding.
- 8.2 If an investigation leads to the conclusion that an Unethical Practice has been committed, the Ethics Committee shall initiate disciplinary or corrective action as deemed fit. The recommendations can inter-alia be:
  - 8.2.1 To reprimand, take disciplinary action, and impose appropriate penalty/ punishment; &/or
  - 8.2.2 to terminate or suspend any contract or arrangement or transaction vitiated by such Unethical Practices.
- 8.3 If an investigation leads the Ombudsman to conclude that an Unethical Practice has not been committed, the Ombudsman shall recommend for closer of the complaint.
- 8.4 In case it is proved that complaint was a Motivated Compliant, the Ombudsman shall recommend appropriate action against the Whistle Blower.
- 8.5 After approval of the Ethics Committee, required action will be initiated and Ombudsman will monitor execution of action as agreed. The Ombudsman shall appropriately communicate the decision to the Whistle Blower as well as the Investigation Subject.

- 8.6 Any party (Whistle Blower or Investigation Subject), not satisfied with the decision of the Ethics Committee, may further raise their concern to the Chairman of the Audit Committee of the Company. In such case, the investigation should be done by the Audit Committee and presented to the Board. Address of the Chairman of the Audit Committee is:

Chairman – Audit Committee  
Mankind Pharma Limited  
208, Okhla Industrial Estate, Phase III  
New Delhi 110020

## **9. DOCUMENTATION & RETENTION**

- 9.1 All information/documents gathered by the Ethics Committee and Ombudsman, as part of reporting or investigation, shall be kept confidential and safe to ensure that the same is not compromised or tampered with.
- 9.2 All information related to reporting and investigation shall be kept in safe custody and its confidentiality will be ensured.

## **10. REPORTING**

- 10.1 The Ethics Committee shall submit a report to the Chairman of the Audit Committee on a six-monthly basis, who shall take it to the Board of the Company, specifying:
- 10.1.1 Number of complaints received;
  - 10.1.2 Nature of complaints resolved;
  - 10.1.3 Investigation completed during half year;
  - 10.1.4 Outcome of the investigation;
  - 10.1.5 Corrective / disciplinary action taken; and
  - 10.1.6 Detail of open investigations

## **11. NOTIFICATION**

- 11.1 The new employees shall be informed about the Policy by the HR department at the time of induction.
- 11.2 The Policy as amended from time to time shall be posted on the website/ intranet of the Company for its employees and affiliates.

## **12. AMENDMENTS**

- 12.1 The Board of Directors of the Company reserves its right to amend or modify this Policy in whole or in part, at any time. 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.

## **13. ROLES & RESPONSIBILITIES**

### **13.1 Stakeholders:**

- 13.1.1 Bring to attention of the Company, any Unethical Practice they may be aware of at the earliest. Although they are not required to provide proof in the first instance, they must have sufficient cause for concern.
- 13.1.2 Co-operate with investigating authorities, while maintaining full confidentiality.
- 13.1.3 Whistle blower will bring genuine and serious issues to the forefront and not petty

- complaints. Malicious allegations can result to disciplinary action.
- 13.1.4 A Whistle Blower has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.

13.2 **Audit committee:**

- 13.2.1 Ensure implementation of the Policy in letter and in spirit.
- 13.2.2 Constitution/ Reconstitution of the Ethics Committee.
- 13.2.3 Ascertain prima facie the credibility of the charge.
- 13.2.4 Monitor role of Ethics Committee.
- 13.2.5 Ensure that necessary protection and safeguards are provided to the Whistle Blower.
- 13.2.6 Provide adequate authority to the Ethics committee and the Ombudsman.
- 13.2.7 Monitor the implementation of necessary action based on the recommendations of the Ethics Committee & Ombudsman.
- 13.2.8 Be informed of the outcome of the investigation.
- 13.2.9 Accept the decision of the Ethics Committee.
- 13.2.10 Maintain strict confidentiality.
- 13.2.11 Review the functioning of the mechanism under this Policy

13.3 **The Ethics Committee:**

- 13.3.1 Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue.
- 13.3.2 Appointment of Ombudsman.
- 13.3.3 Monitor roles of Ombudsman.
- 13.3.4 Decide on the outcome of the investigation, whether an Unethical Practice has been committed and if so by whom.
- 13.3.5 Approve an appropriate course of action based on the recommendation of Ombudsman, including dismissal, and preventive measures.
- 13.3.6 Record minutes of the Ethics Committee deliberations.

13.4 **The Ombudsman:**

- 13.4.1 Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, recommend closure of the issue to the Ethics Committee.
- 13.4.2 Document the initial enquiry.
- 13.4.3 Acknowledge receipt of concern to the complainant, thanking him/her for initiative taken in upholding the Company's business conduct standards
- 13.4.4 Conduct the investigation in a fair and unbiased manner.
- 13.4.5 Ensure complete fact-finding.
- 13.4.6 Maintain strict confidentiality.
- 13.4.7 Decide on the outcome of the investigation, whether an Unethical Practice has been committed and if so by whom.
- 13.4.8 Record minutes of the committee deliberations and document the final report.



**ANNEXURE 1**

The constitution of the members of the Ethics Committee shall be as follows:

S. No	Designation
1.	Chief Financial Officer
2.	General Counsel
3.	Independent Director
4.	Head HRD

**ANNEXURE-2**

**Note: Please provide information as follows: (\* Required fields) and tick whichever is applicable**

**(1) \* Do you wish to disclose your identity to the Company?**

IF "Yes" Please provide the below details:

- (a) Your name : \_\_\_\_\_
- (b) Your employee code : \_\_\_\_\_
- (c) Your phone number : \_\_\_\_\_
- (d) Your e-mail address : \_\_\_\_\_
- (e) Best time for communication with you : \_\_\_\_\_

**(2) \* Please describe your concern here and include all details that could be useful to investigate it:**

Please make sure you include the following relevant information in your concern description:

- (a) specific misconducts (actions or behaviors) that are the subject of your concern or transactions that need to be investigated;
- (b) dates when these actions/transactions occurred;
- (c) location (The Company's sites or not) where these actions/transactions occurred;
- (d) potential witnesses that can be interviewed;
- (e) potential evidence or documentation that need to be reviewed;
- (f) any detail you think might be useful;

*(Describe concern here)*

*Be as specific as you can in your explanations. If you chose to remain anonymous, please ensure that you do not include in this description information that could reveal your identity.*

**(3) \* Is the misconduct still on-going at the moment when you are reporting?**

“Yes”

“No”

“I don’t know”

**(4) Please identify by name and/or department the person(s) you believe to be involved in the above described misconduct:**

(a) \*Name : \_\_\_\_\_

(b) Department (if external Relationship with the company, the nature of relationship) : \_\_\_\_\_

(c) E-mail address : \_\_\_\_\_

(d) Contact No : \_\_\_\_\_

**(5) How did you become aware of this misconduct?**

For example: (a) It happened to me; (b) I witnessed it happening; (c) I was told by someone who witnessed it; (d) I have seen evidence that it happened;

*Be as specific as you can in order to allow the Company to properly investigate your concern.*

(Provide details here)

**(6) If you have a document or file that supports your report (Evidences), please enclose herewith.**