



Whistle Blower Policy
SRL Limited

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Whistle Blower Policy

1. Preface

This Whistle Blower Policy (“the Policy”) has been formulated in accordance with the legal framework applicable to the Company and accordingly provides a mechanism for directors and employees of the Company / other Whistle blowers to approach the Ethics Committee or the Audit & Risk Management Committee of the Company, as applicable, in relation to Protected Disclosures, in the manner as envisaged herein.

2. Definitions

2.1 “Audit and Risk Management Committee / ARMC” shall mean a committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of Companies Act, 2013

2.2 “Board” means Board of Directors of the Company

2.3 ““Compliance Officer” means “Company Secretary” of the Company or any other person so designated by the Board of Directors

2.4 “Director” means Director appointed to the Board of Directors of the Company.

2.5 “Employee” means every employee of the Company (whether working in India or abroad) including full time retainer doctors of the Company.

2.6 “Ethics Committee” means the ethics committee constituted by SRL Limited comprising of Legal Head, Human Resources – Head, and Company Secretary of the Company.

2.7 “Misappropriation / misuse” shall mean any act, conduct or decision which is outside the scope of the alleged violator's spending or budgetary authority, or even when the action or decision is within budgetary authority, the action would be considered by a reasonable person to be grossly excessive, wasteful, or an improper use of the Company's funds.

2.8 “Protected Disclosure” shall mean a written communication made in good faith, and in accordance with Clause 9, by a Whistle Blower in respect of a Reportable Matter so as to bring the same to the notice of the Ethics Committee or the Audit & Risk Management Committee, as applicable.

2.9 “Reportable Matter” shall mean a genuine concern, whether actual or suspected, relating to:

- a. Financial irregularities including manipulation of Company's books and records, or misappropriation/misuse of Company's resources, or any accounting, internal accounting controls or auditing matters;
- b. Conflict of Interest (without making appropriate disclosure/seeking prior approval, pursuit of a benefit or advantage in violation of the Company's interest, including any violation under Company's Prevention of Insider Trading Policy / Regulations);
- c. fraudulent practices, including destruction, pilferage or unauthorized release, disclosure or sharing of company property or of confidential or proprietary information, manipulation of company data / records and theft of cash or assets;
- d. Corruption, including bribery and money laundering; and

- e. Such other matters as the Board may determine from time to time.

Please note that complaints concerning personal grievances, human resources issues/grievances, company policies in general, sexual harassment, and suggestions for improving operational efficiencies and/or strategy related decisions, are not Reportable Matters for the purposes of this Policy. Further, matters that are separately covered or governed under the terms of separate Company policies (such as the Code of Conduct¹ (“**Code**”), Prevention of Sexual Harassment Policy and the Internal Job Posting Policy) shall be dealt with under the terms thereof and are not Reportable Matters under the terms of the present Policy - except when such matters are specifically covered under the terms of serial numbers (a) to (e), above.

2.10 “Service Provider” means third party agency appointed by the Company to independently manage the reporting platform for receiving the Protected Disclosure.

2.11 “Subject” is the person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

2.12 “Whistle Blower” means a Director, Employee or other eligible stakeholder (as laid down provided under Clause 4.1) making a Protected Disclosure under this policy.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 as amended from time to time, as appropriate.

3. Purpose

3.1 SRL Limited and its subsidiaries (hereinafter referred to as “**SRL**”, “**Company**”) are committed to conduct its business by adopting the highest standards of professional integrity and ethical behavior. The Company has adopted the Code which lays down the principles and standards that should govern the actions of the Company, its subsidiaries and their respective employees.

3.2 Through this Whistle Blower Policy (“**Policy**”), the Company strives to provide a structured, independent, secured and transparent framework for Directors, Employees and other eligible stakeholders (as laid down in Clause 4 of this Policy) to report, in good faith, genuine concerns or grievances about matters covered in the Scope of this Policy, as set out at Clause 6 - easily and without fear of reprisal.

4. Eligible Stakeholder

4.1 All Directors, Employees, retainers, contractual staff, professionals business associates engaged to provide goods and services in the premises of the Company are eligible to submit Protected Disclosures under the Policy.

5. Disqualifications

5.1 It will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of retaliation as herein set out. Further, any abuse of this protection will warrant action under the Company’s Consequence Management Policy².

¹ The Code of Ethics & Business Conduct is available on the website of the Company

² Consequence Management Policy is available at the website of the Company

5.2 It is clarified that protection to a Whistle Blower under this Policy would not mean protection from action arising out of matter reported by the concerned Whistle Blower, which is found to be mala fide, frivolous, baseless, malicious, with an ulterior intent or reported otherwise than in good faith.

5.3 Any Whistle Blower, who makes three or more Protected Disclosures, which are subsequently found to be mala fide, frivolous, baseless, malicious, with an ulterior intent, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blower(s), the same would be treated with the utmost severity and the Company would reserve its right to take appropriate action under the Consequence Management Policy of the Company – including dismissal or termination of service. This is without prejudice to the recourse / actions otherwise available against such person(s), under the applicable law.

5.4 It is clarified that no action or reprisal will be taken, or permitted, against the Whistle Blower, if the complaint was made in good faith, but no misconduct in respect of the Subject of the instant matter of the Protected Disclosure, was confirmed by subsequent investigation.

6. Scope

6.1 The policy provides an enabling process for a whistle blower to report, in good faith, solely in respect of any Reportable Matter.

6.2 The provisions of this Policy must be used only in significant or material cases concerning Reportable Matters that warrant reporting directly to the Ethics Committee or the Audit & Risk Management Committee, as applicable as per Clause 9 of this Policy. Matters that are frivolous, insignificant or trivial in nature shall not be reported under this Policy.

6.3 This Policy is not a route for taking up any personal grievance.

7. Accountability

7.1 Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to make a report in respect of a Reportable Matter, may do so after gathering adequate facts/data to substantiate the complaint and not do so merely based on perception, hearsay, speculation or rumour. The Whistle Blower must have a strong reason to believe in and report the Protected Disclosure being put forth. The Protected Disclosure should be factual, with all known facts and information, in as much specificity as possible, to allow the proper assessment of the same.

7.2 The role of the Whistle Blower is restricted to making a Protected Disclosure and such Whistle Blower should refrain from conducting their own investigation and/or fact-finding exercise concerning a Reportable Matter that is the subject of a Protected Disclosure. The Whistle Blower shall keep the Reportable Matter confidential and shall not discuss or disclose the Reportable Matter (or any details thereof) to any third parties (including media agencies).

7.3 Protected Disclosure will be appropriately dealt with by the Ethics Committee or Audit and Risk Management Committee, as applicable as per Clause 9 of this Policy.

8. Protection

8.1 As a policy, SRL condemns any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against Whistle Blowers. The Company shall ensure that it will not allow any Whistle Blower to be victimized for making any complaint.

8.2 Complete protection will be given to Whistle Blowers against any retaliatory actions i.e. actions in response to a Protected Disclosure of information including, carrying out, in response to such a Protected Disclosure, any threat or intimidation, termination/suspension of service, disciplinary action, 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 his/her duties/functions in a free and fair manner.

8.3 A Whistle Blower may report any violation of the above clause to the Ethics Committee or Audit & Risk Management Committee, as applicable as per Clause 9 of this Policy, who shall investigate the same and recommend suitable action, including if required, under Clause 14 hereof.

8.4 The identity of the Whistle Blower, if not anonymous, shall be kept confidential, to the extent possible and permitted under law - unless specifically so authorized by the Whistle Blower. Any other employee assisting in the preliminary review or investigation pursuant to the Protected Disclosure shall also be provided protection to the extent as the Whistle Blower. This protection shall also be available to employees, consultants, contractors or other individuals who offer evidence or make written statements or otherwise participate in the investigation.

8.5 Notwithstanding Clause 8.4 above, the identity of the Whistle Blower may be disclosed where required to be disclosed under legal requirement / judicial procedure, and in specific cases where the criticality and necessity of disclosing the identity of the Whistle Blower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process (including to External Advisors/ legal counsels/ agencies appointed in this regard). Additionally, the identity of the Whistle Blower may also be disclosed insofar as such disclosure is required for serving the objectives of this Policy and/or ensuring for the effective implementation of the Policy and its provisions.

8.6 Notwithstanding anything contained herein, the investigation process may reveal the source of the information and the Whistle Blower may be required to provide statements as part of the evidence required and be prepared (if required) to participate in any investigation proceedings that may follow.

8.7 The identity of a Subject will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.

8.8 This Policy neither releases Directors and Employees or any other Whistle Blower from their duty of maintaining confidentiality in course of their work.

9. Reporting Procedure

9.1 While the Whistle Blower has an option to remain anonymous, it is encouraged that Whistle Blower shares his/her identity. It will assist in follow up and seek further clarifications, if required.

9.2 Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting.

9.3 A Protected Disclosure should include as much information as possible concerning the Reportable Matter, including, to the extent possible, the names of Subjects, and relevant factual background concerning the Reportable Matter.

9.4 The Company has instituted an independent reporting platform, executed and managed by a 3rd Party Service Provider. The Company, including directors, members of the Ethics Committee do not have any influence over this platform. Under this platform, various reporting channels are being made operational to facilitate reporting of protected disclosures viz. telephone, web portal, PO Box, Email, etc. All these reporting channels shall be managed under the direct control of 3rd party Service Provider. The following are the reporting channels:

- a. By email to: srl@integritymatters.in
- b. By telephone to: 1800-102-6969 (Toll-Free)
- c. By letter addressed to: Integrity Matters, Alpha, 2nd Floor, Unit 201, Hiranandani Gardens, Powai, Mumbai – 400076, India
- d. By login to web portal: <https://srl.integritymatters.in>
- e. By fax to: (+91) 96999 95411

The Ethics Committee shall notify any changes in the third party platform / reporting channels from time to time.

9.5 The Company has established 2 level structure for reporting all protected disclosures under the policy:

- a. In the first Instance, all Protected Disclosures submitted vide the 3rd Party Service Provider, shall be submitted to the Ethics Committee for assessment and further action;
- b. In case there is protected disclosure against a member of the Ethics Committee or a direct reportee thereof or a Director of the Company, the complaint shall be submitted to the Audit & Risk Management Committee

9.6 If a Protected Disclosure is received by any executive/ Employee of the Company other than Audit & Risk Management Committee or the Ethics Committee, the same should be forwarded to the Ethics Committee or the Audit & Risk Management Committee for further appropriate action.

10. Reported Disclosure Assessment & Reporting

10.1 Upon receipt of a Protected Disclosure, the Ethics Committee or the Audit & Risk Management Committee, as applicable, shall initiate appropriate action as they deem appropriate, which may include but is not limited to:

- Requiring an existing internal committee of the Company, or constituting an internal committee of the Company, to take suitable action in respect of the Protected Disclosure so as to ensure appropriate disposal of the Protected Disclosure as per the terms of this Policy. The Ethics Committee or the Audit & Risk Management Committee, as applicable, may stipulate the terms of reference for such committees in this respect;
- Depending on the nature and gravity of the Protected Disclosure, escalate the Protected Disclosure to the Board of Directors for the Board of Directors to take suitable action in respect thereof, as per the terms of this Policy;
- Referring matter to internal audit for review;
- Appointing external advisors/ legal counsels/ agencies or other third parties (“**External Advisors**”) to investigate the Protected Disclosure and provide their findings in its respect.
- Appointing any employees or third-parties to undertake such actions, as are deemed necessary or suitable in respect of the Protected Disclosure, and in furtherance of this Policy.

10.2 The Ethics Committee or Audit & Risk Management Committee, as applicable, shall ensure that all members of the investigation team, including the External Advisors, if any, are independent and shall act without prejudice or bias. The investigating team shall conduct its task in a thorough, fair, objective, legally compliant manner and uphold highest professional and moral standards. Any investigation report prepared by the investigation team, including External Advisors, pursuant to their investigation of the Protected Disclosure - will be considered final and may be relied upon by the Ethics Committee or Audit and Risk Management Committee (as applicable), on the subject matter of the investigation.

10.3 The Ethics Committee or the Audit & Risk Management Committee shall have the right to dismiss a complaint on the basis of the eligibility of Whistle Blower, type of complaint, quality and accuracy of the preliminary evidence provided or any other valid factor(s) in view of the Ethics Committee or Audit & Risk Management Committee – including whether the alleged act constitutes a Reportable Matter.

10.4 The decision to investigate taken by the Ethics Committee / the Audit & Risk Management Committee is by itself not an accusation, or a finding against the Subject, and is to be treated as a neutral fact-finding process.

10.5 The investigation of the Protected Disclosure, and the outcome thereof, shall not be considered a judicial determination of issues concerning the Protected Disclosure. The Ethics Committee / the Audit & Risk Management Committee, as applicable, shall not be considered to have assumed the role of an adjudicating body or court for the purposes of the same. In determining the consequences to be imposed after the investigation, the Ethics Committee or the Audit & Risk Management Committee, as applicable, shall make best efforts to balance the interests of the Company vis-à-vis the interests of the other stakeholders of the Company, including the Whistleblower.

10.6 The Ethics Committee, the Audit & Risk Management Committee or the committee as empowered under Clause 10.1 of this Policy, may, as an outcome of the investigation (and basis any investigation report prepared by External Advisors, if applicable), take, at their sole discretion, such action as they deem appropriate, including, but not limited to actions stipulated in the Consequence Management Policy or any other appropriate policy, making disclosures to the stock exchanges, regulators, or make references to the regulators/ authorities to initiate further investigation or take any further action in respect of the aspects highlighted in the Protected Disclosure or in the subsequent enquiry/ investigations.

10.7 The outcome of the investigation and the action taken shall be reported to the ARMC on quarterly basis by the Ethics Committee.

11. Initial and Annual Affirmation

11.1 The Company shall take affirmation from each new Employee and Director that he/she has received and read the “Whistle Blower Policy” and that he has also understood the provisions contained in the said policy. Please refer **Exhibit – I & II**.

11.2 The Company shall annually take affirmation from each department and facility head, that no employee of such department/facility has been denied access to the Audit & Risk Management Committee and that he has been provided adequate protection as whistle blower in terms of provisions of this policy. The Company shall also take similar affirmation from the Directors of the Company. Such affirmation shall be taken within 30 days of close of every financial year in **Exhibit – III & IV**. An affirmation to this effect shall form part of Corporate Governance Report attached to the Annual report of the Company.

12. Retention of documents

12.1 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 seven years. The Compliance Officer of the Company shall be the custodian of all the documents pertaining to investigation.

13. Amendment

13.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees, directors and other stakeholders unless the same is approved by the Board and notified appropriately in writing.

14. Breach of Policy

14.1 An Employee who:

- is guilty of an act with intent of breaching any provisions of the Policy; or
- hinders with the investigation being conducted by the Ethics Committee or Audit Committee, as the case may be; or
- conceals or tampers with any evidence

shall be subject to action as per the Consequence Management Policy of the Company.

**INITIAL ACKNOWLEDGEMENT FORM
(Employees)**

Whistle Blower Policy
SRL Limited

I, _____, have received and read the “Whistle Blower Policy” of the Company.

I, hereby further confirm that I have understood the provisions contained in the said policy.

Signature:.....

Name:.....

Designation:.....

Date:.....

Name of Department:.....

Place:.....

Employee ID:.....

**INITIAL ACKNOWLEDGEMENT FORM
(Directors)**

Whistle Blower Policy
SRL Limited

I, _____, have received and read the “Whistle Blower Policy” of the Company.

I, hereby further confirm that I have understood the provisions contained in the said policy.

Signature:.....

Name:.....

Date:.....

Designation:.....

Place:.....

DIN:.....

**ANNUAL AFFIRMATION FORM
(Department / Function / Lab Heads)**

Whistle Blower Policy
SRL Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, the Employees of my Department / Function have not been denied access to the Ethics Committee or the Audit and Risk Management Committee under the “Whistle Blower Policy” of the Company (the “Policy”).
2. The Employees of my Department / Function have been provided complete protection as a Whistle Blower under the provisions of the Whistle Blower Policy during the Financial Year ended _____.

Signature:.....

Name:.....

Date:.....

Designation:.....

Place:.....

Employee ID:.....

Note:

1. *This Form need to be submitted on or before April 30 after the closure of each financial year.*
2. *Employees who do not assert to both the affirmation shall give a separate declaration to the Audit & Risk Management Committee.*

ANNUAL AFFIRMATION FORM

(Exhibit-IV)

(Directors)

Whistle Blower Policy
SRL Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, I have not been denied access to the Ethics Committee or the Audit and Risk Management Committee of the Company.
2. I have been provided complete protection as a Whistle Blower under the provisions of the Whistle Blower Policy during the Financial Year ended _____.

Signature:.....

Name:.....

Date:.....

Designation:.....

Place:.....

DIN:.....

Note:

1. *This Form need to be submitted on or before April 30 after the closure of each financial year.*
2. *The Directors who do not assert to both the affirmation shall give a separate declaration to the Audit & Risk Management Committee.*