



## **WHISTLE BLOWER POLICY**

<b>Approved by:</b>	<b>Board of Director</b>
<b>Effective date:</b>	<b>17<sup>th</sup> October 2015</b>
<b>1<sup>st</sup> revision on:</b>	<b>2<sup>nd</sup> November 2021</b>
<b>2<sup>nd</sup> revision on:</b>	<b>8<sup>th</sup> August 2024</b>
<b>3<sup>rd</sup> revision on:</b>	<b>22<sup>nd</sup> May 2025</b>



## **1. PREFACE**

Unichem Laboratories Limited believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

It is the intent of the Company to adhere to various legal or regulatory requirements. Thus, in line with this objective, the Company has laid down the Whistle Blower Policy which enables the Stakeholders, Directors/Employees of the Company to bring to the notice of the management any unethical practice/breach of Company's policy and to create awareness amongst employees to report instances of leak of Unpublished Price Sensitive information of the Company.

The underlying purpose of the Whistle Blower Policy is to support the organization's goal of legal compliance.

The Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. It is however not intended to question any financial or business decisions taken by the Company nor should it be used to reconsider any matters including career related or other grievances, which have already been addressed pursuant to disciplinary or other procedures of the Company.

## **2. DEFINITIONS**

The definitions of some of the key terms used in this Policy are given below:

- a) **"Chairman of Audit Committee"** means a person who is the Chairman of the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, read with Regulation 4 (2) (d) (iv) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"Code"** means Unichem Laboratories Limited's Code of Business Conduct and Ethics as in force from time to time.
- c) **"Company"** means Unichem Laboratories Limited.
- d) **"Compliance Officer"** means Company Secretary of the Company.
- e) **"Disciplinary Action"** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning,



reprimand, imposition of fine, suspension from official duties and any such action as is deemed to be fit, considering the gravity of the matter.

- f) **"Good Faith"**: Any Stakeholder/Director/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 or any instances of leak of Unpublished Price Sensitive Information. Good Faith shall be deemed lacking when the Whistleblower does not have personal knowledge of the facts or where the Whistleblower knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- g) **"Investigators"** means those persons authorised, appointed, consulted or approached by the Whistle Blower Committee.
- h) **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosure should be factual and not speculative in nature.
- i) **"Policy or This Policy"** means Whistleblower Policy/Vigil Mechanism.
- j) **"Subject"** means a person or a group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- k) **Securities** shall have the same meaning as assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual Fund.
- l) **"Unpublished Price Sensitive Information"** means any information relating to a 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 and shall, ordinarily include but not restricted to information relating to the following:
  - i. Financial results of the Company
  - ii. Dividends
  - iii. Change in capital structure
  - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions
  - v. Changes in Key Managerial Personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
  - vi. Change in rating(s), other than ESG rating(s)





- vii. Fund raising proposed to be undertaken
  - viii. Agreements, by whatever name called, which may impact the management or control of the company
  - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad
  - x. Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions
  - xi. Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
  - xii. Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
  - xiii. Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company
  - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company
  - xv. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
  - xvi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals
  - xvii. Such other matters as may be specified under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other SEBI Regulations (as amended) or as decided by the Company from time to time.
- m) **"Whistle blower"** means all stakeholders, including Director or an employee who makes a Protected Disclosure under this Policy as per the procedure given below.
- n) **"Whistle Blower Committee"** means an officer or committee of persons who is/are nominated /appointed to conduct detailed investigation of the disclosure received from the Whistleblower and recommend disciplinary action.

### **3. SCOPE**

The Whistleblower's role is of a reporting party, he/she is not an investigator. Although he/she is not expected to prove the truth of an allegation, the Whistleblower



needs to demonstrate to the Whistle Blower Committee, that there are sufficient grounds for concern.

Every effort will be made to protect the Whistleblower's identity, subject to legal constraints. Whistleblower must identify himself/'herself while making a Protected Disclosure, as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised, the Whistle Blower Committee can initiate an investigation independently.

The role of the Subject and Whistleblower is to co-operate with the Whistle Blower Committee /Investigators during the investigation. Both of them should not interfere with the investigation and follow the directives issued by the Whistle Blower Committee.

#### **4. ELIGIBILITY**

All stakeholders including Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy.

#### **5. DISQUALIFICATION**

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with malafide intentions is strictly prohibited. Any Whistleblower who makes such frivolous or false complaints for 3 times shall be disqualified to report further disclosures under this policy. Such Whistleblowers shall be investigated by the Whistle Blower Committee and shall be subject to such actions (which may include disciplinary and legal action) as may be recommended by the Whistle Blower Committee.

#### **6. PROCEDURE**

Any concerned Whistleblower can trigger this mechanism by making a Protected Disclosure to the Whistle Blower Committee in writing in any Hindi, English or any vernacular language. While there is no specific format for submitting the Disclosure, the following details are expected to be mentioned.

- Name, address and contact details of the Whistleblower;





- Brief description of the malpractice, giving the names of those alleged to have committed or about to commit a malpractice. Specific details such as time and place of occurrence are also important;
- In case of letters, the disclosure should be in sealed envelope marked "CONFIDENTIAL" and addressed to the Whistle Blower Committee who shall acknowledge the receipt of the Disclosure as soon as practical where the Whistle blower has provided his/her contact details. Such Whistle blower may also lodge the complaint by mailing to the Whistle Blower Committee at the following e-mail id:

[whistleblower@unichemlabs.com](mailto:whistleblower@unichemlabs.com)

**OR**

by sending it to the below mentioned address:

**The Whistle Blower Committee**

Unichem Laboratories Limited,  
47, Kandivli Industrial Estate,  
Kandivli (West), Mumbai - 400067  
Maharashtra, India

- The Whistle Blower Committee shall start with a preliminary investigation by appointing such Investigators.
- After conducting the preliminary investigation, if the Whistle Blower Committee is of the opinion that the matter is not to be further investigated under this Policy then the Whistle Blower Committee may reject it and document the same.
- If the concern is found to be sustainable and adequate evidence is gathered against the Subject, a notice shall be sent to the Subject.
- On receipt of the notice, the Subject is given every right to present and defend his/her case. It is the duty of the Subject to properly co-ordinate with the Whistle Blower Committee.
- The investigation shall be completed normally within 60 (Sixty) days of the receipt of the Protected Disclosure.

In appropriate or exceptional cases, a direct access can be made to the Chairman of the Audit Committee at the same address given above.



## **7. DECISION**

If an investigation leads the Whistle Blower Committee to conclude that an improper or unethical act has been committed, the Whistle Blower Committee shall recommend to the Audit Committee and management of the Company to take such disciplinary or corrective action as it may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **8. PROTECTION**

No unfair treatment will be made to the Whistleblower who has triggered the Whistle Blower mechanism. The Company as a policy condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against such Whistleblowers. Moreover, complete protection will be given to the Whistleblowers against the following unfair practices like:

- Retaliation;
- Threat or Intimidation;
- Termination/Suspension from job;
- Disciplinary action;
- Transfer, Demotion, Refusal of promotion, etc

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

## **9. REPORTING**

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



## **10. 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 such period as may be decided by the Whistle Blower Committee.

## **11. DISSEMINATION**

The Company has developed appropriate mechanisms to inform all the Stakeholders/ directors/employees of the existence of this policy.

## **12. AMENDMENT**

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 Stakeholders/ Directors/ Employees unless the same is notified to the Stakeholders/Directors/Employees in writing.

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire policy with new one.

In case of any subsequent amendment / modification in the Listing Regulations, Act and/or other applicable laws which may be inconsistent with any of the provision of this policy than such provision(s) of the policy to that extent will automatically stand modified/ amended.

This policy has been amended, approved and adopted by the Board of Directors at their meeting held on 22<sup>nd</sup> May 2025.

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