

Conflict of Interest Policy

1. Purpose

1.1 A conflict of interest policy refers to any case where an employee's personal interest might contradict the interest of the company they work for and outlines the responsibilities of employees and the company in resolving any such discrepancies. It lays the principles for undertaking business transactions without any personal conflicts. This policy is designed to provide guidance to conduct business with professionalism, integrity, honesty, moral and ethical standards.

1.2 The Conflict of Interest policy is intended to ensure that employees avoid obligations to or relationships with any person or business with whom Cineom competes or does business. Such obligations or relationships could affect judgment in fulfilling their responsibilities to Cineom and give rise to a conflict of interest.

2. Scope

2.1 This company conflict of interest policy applies to all prospective or current employees of the company, as well as independent contractors and persons acting on behalf of the company.

3. Applicability

3.1 This policy applies to all Associates (means on-roll employees of all Cipla entities¹), Board Members, contractors, consultants, trainees, of our Company and our subsidiaries, affiliates, group companies and persons or entities contractually obligated across the globe.

4. Policy Framework

4.1 The relationship of the company with its employees should be based on mutual trust. As the company is committed to preserve the interests of people under its employment, it expects them to act only towards its own fundamental interests. Conflict of interest may occur whenever an employee's interest in a particular subject may lead them to actions, activities or relationships that undermine the company and may place it to disadvantage.

4.2 Indicative scenarios, situations or relationships that may lead to actual, potential or perceived conflict of interest are as follows:

- a. Employees' ability to use their position with the company to their personal advantage
- b. Employees engaging in activities that will bring direct or indirect profit to a competitor
- c. Employees owning shares of a competitor's stock
- d. Employees using connections obtained through the company for their own private purposes
- e. Employees using company equipment or means to support an external business
- f. Engaging in a personal capacity, in any form of paid/unpaid, verbal/contractual relationship, directly or indirectly, with any individual/entity with which the Company has a current or ongoing relationship.
- g. Acting as consultants/advisors in any form to any government/regulatory body/industry association, which can influence the Company's business.
- h. Acceptance of personal gifts, illegal payments, remuneration, donations, or comparable benefits from competitors, clients and suppliers or potential suppliers that may influence the judgement of the employee. All such transactions should be consistent with the guidelines mentioned in Anti-bribery and Anti-corruption policy.
- i. Entering business transactions with parties related to employees or their family members which are or appear to be detrimental to Cineom's interests.
- j. The responsibility of resolving a conflict of interest starts from the immediate supervisor and may reach senior management. All conflicts of interest will be resolved as fairly as possible.

- k. Senior management has the responsibility of the final decision when a solution can not be found.
- l. In general, employees are advised to refrain from letting personal and/or financial interests and external activities come into opposition with the company's fundamental interests.

4.3 Relatives working in the company

- a. The organisation defines a 'Relative' or a 'Closely related person' as someone related closely by blood or marriage, or whose relationship with the associate is similar to that of persons who are related by blood or marriage, (such as spouse, son, daughter, mother, father, brother, sister, grandparents or grand-children, step-parent or step-children, step-sister, step- brother, in-laws, aunt, uncle, nephew, niece, first cousin, domestic partner), or any other relationship that would present a conflict of interest as determined by the organisation.
- b. Relatives should not work in positions wherein, one relative can influence the other relative's employment through decisions, recommendations or judgments related to matters of day to day working, work allocation, appraisal, compensation, hiring, retention, transfer, leave requests, etc.
- c. All current & prospective employees need to disclose details as per the declaration (Refer to Annexure A) of all relatives working within the organisation or its subsidiaries:
 - i. Wherein they are themselves stakeholders or owners of companies that deal with Cineom or its subsidiaries directly or indirectly
 - ii. Wherein, their relative is a stakeholder, owner or employed by an organization that works with the Company, as a business partner or vendor.
 - iii. In case a relative is found to be working in the same function/department, then the organization would ensure either of the employee is re-allocated to a different role/department keeping in mind the employee's skills and background.
 - iv. Every Associate has a responsibility to disclose any change in relation with respect to any another associate falling under the category of a relative, such as becoming a relative of another associate (e.g. Due to marriage, or any business association with the Company or its subsidiaries).

4.4 Relationships with competitors

- a. Associates should not own/ purchase a stake in any competitor Company without prior written consent unless it has been purchased through listed stock.
- b. Any relative employed with a competitor or any such relationships which may arise during employment should be declared using the mechanism provided (Refer to Annexure A)

5. Reporting and Complaint Procedure

- 5.1. The Company is aware that certain conflicting interests cannot be avoided or are impractical to avoid, such as closely related person employed with a customer/vendor.
- 5.2. A potential or actual conflict of interest must be promptly declared to the HRD/COO using the mechanism provided (*Refer Annexure A*). Employee must disclose any potential or existing conflict of interest during their employment with the company or at the time of joining and an adequate response shall be communicated within 30 days of submission of the declaration.

6. Breach / Exception of Policy

- 6.1 Any breach of the Policy including failure to report potential violations of compliance principles or applicable law may result in disciplinary measures up to and including termination, suspension of employment or penalty.
- 6.2 Any exception to the principles mentioned in this policy must be pre-approved by COO/ BOD.



ANNEXURE A

A. Declaration of Conflict of Interest

I understand that it is my obligation to make this declaration of all conflicts and potential conflicts of interests to the Company. I would like to declare an existing or potential conflict of interest situation arising from the discharge of my duties concerning the operation of Cipla. The details are as follows

i. Name of party/ individual with whom I may have a direct or indirect potential relationship:

ii. Details of my relationship with the party:

(This may include details of any relationship as per the Policy on Conflict of Interest such as family relationship such a brother, sister etc., including a family member employed in the entity, or a commercial interest such as loans or shareholding or contractual relationship such as employment, etc.)

B. Type of Conflict (select which apply):

1. Relationship with person/entity outside Cineom : _____
2. Relationship with a Cineom employee/BOD : _____
3. Relationship with a competitor/ individual employed with a competitor: _____
4. Employment outside Cineom: _____

C. Relationship of the conflicted party with Cineom:

(This may include relationships such as vendor, customer, contractor, consultant, or competitor. In case of an on-roll employee within Cineom please provide their designation, function and location)


D. Any other details:

By signing this declaration, I acknowledge that the information provide by me is true to the best of my knowledge.

Name: _____ Employee ID: _____

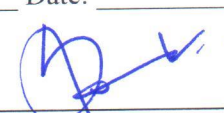
Department: _____ Designation: _____

Signature: _____ Place: _____ Date: _____



Vinayak Deo
Managing Director
Date: 16/6/2020





Shailesh Parab
Jt. Managing Director