

Iberia Pharmaceuticals India Limited

WHISTLE BLOWER POLICY

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PREAMBLE

Under Section 177(9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), our Company has designed a vigil mechanism/ whistle blower mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide adequate safeguards against the victimization of persons who use it and shall also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. This Policy shall come into force with effect from the date the SEBI Listing Regulations take effect with respect to the Company.

1. PREFACE

- 1.1 The Company believes in the conduct of the affairs of its constituents fairly and transparently by adopting the highest standards of professionalism, honesty, integrity, and ethical behavior.
- 1.2 Towards this end, *Iberia Pharmaceuticals India Limited* ("**the Company**") has adopted a Code of conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.
- 1.3 Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to providing a mechanism for employees of the Company to approach the Audit Committee of the Company and make protected disclosures to the management instances of unethical behavior, actual or suspected fraud, or violation of the Code of Conduct.
- 1.4 The Policy provides a framework to promote responsible and secure whistleblowing. It protects the Whistleblower who wishes to raise a concern about serious irregularities within the Company.
- 1.5 The Policy neither releases Whistle Blowers from their duty of confidentiality in the course of their work, nor is it to be misused to surface a grievance about a personnel work-related situation.

2. APPLICABILITY

- 2.1 This Policy applies to all Directors, Employees, and other persons dealing with the Company.
- 2.2 The Protected Disclosure may be areas of concern in respect of the Company covered by this Policy.

3. DEFINITIONS

3.1 "**Disciplinary Action**" means any action that can be taken on the completion of/during the investigation proceedings, including but not limited to a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company, or any such action as is deemed to be fit considering the gravity of the matter.

3.2 "**Employee**" means every employee of the Company, including the Directors, in the whole-time employment of the Company.

3.3 "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity (as described more particularly in Clause 7) with respect to the Company. Protected Disclosures should be factual and not speculative or like an interpretation/conclusion. They should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

3.4 "**Subject**" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

3.5 "**Whistle Blower**" means an Employee who makes a Protected Disclosure under this Policy.

"Words and expressions used but not defined in this Policy shall have the same meaning as respectively assigned to them, in the Applicable Law under reference, that is to say, the Act and Rules framed thereunder, or Listing Regulations, as amended, from time to time.

4. THE GUIDING PRINCIPLES

The Company, as a policy, condemns any discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blower. The Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;
- Treat the victimization of the Whistle Blower as a serious matter, including initiating Disciplinary Action against the person(s) causing or allowing the victimization of the Whistle Blower;
- Ensure complete confidentiality of the identity of the Whistle Blower;
- Not attempt to conceal evidence of the Protected Disclosure;
- Take Disciplinary Action for an event covered under this Policy (as mentioned in Clause 5) or upon victimizing a whistleblower or any person processing the Protected Disclosure, or if

- anyone destroys or conceals evidence of the Protected Disclosure made/to be made; and
- Provide an opportunity for the persons involved to be heard, especially the Subject.

5. COVERAGE OF POLICY

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- An abuse of authority;
- Breach of employment contract;
- Manipulation of company data/records;
- Financial or compliance irregularities, including fraud, or suspected fraud;
- Criminal offence having repercussions on the company or its reputation;
- Perforation of confidential/proprietary information;
- Deliberate violation of law/regulation;
- Misappropriation or misuse of Company funds/assets;
- Breach of Code of Conduct;
- An act of discrimination or sexual harassment;
- Any other unethical, imprudent deed/behavior

The above list is illustrative only and should not be considered exhaustive.

5.2 Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

6. PROTECTION

6.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. The Audit Committee would be authorised to take steps to minimise difficulties that the Whistleblower may experience as a result of making the Protected Disclosure.

6.2 The identity of the Whistle Blower shall be kept confidential and shall be disclosed only on a need-to-know basis.

6.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

6.5 Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:

- made in good faith;

- The Whistle Blower has reasonable information or documents in support thereof; and
- not for personal gain or animosity against the Subject.

6.6 Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous, or malicious, shall be liable to Disciplinary Action as may be decided by the Audit Committee under this Policy.

6.7 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

6.8 In respect of such Whistle Blowers, the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

7. PROTECTED DISCLOSURE

7.1 All Protected Disclosures should be addressed to the Company Secretary & Compliance Officer. The contact details are as follows:

Raj Kumar
Company Secretary and Compliance Officer

Iberia Pharmaceuticals India Limited
Address: 304-305, Tower-B, Global Business Park,
Gurugram HR 122002
Tel: 0124-4902851
E-mail: cs@iberiapharmaceuticals.com

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

7.3 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.

8. INVESTIGATION

8.1 On receipt of Protected Disclosure, the Audit Committee shall appropriately and expeditiously investigate all whistleblower reports received. In this regard, the Audit Committee may perform all such acts as it deems fit, in its sole discretion. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.

8.2 The Audit Committee shall have the right to outline a detailed procedure for an investigation. It

may delegate such powers and authorities, as it may deem fit, to any officer of the Company for carrying out any investigation.

- 8.2 The identity of a Subject will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.
- 8.3 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities to provide their input during the investigation.
- 8.4 The Subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened, or intimidated by the Subject. The Subject, if found indulging in any such actions, will be liable for disciplinary actions.
- 8.5 A report shall be prepared after completion of the investigation by the Officer(s) investigating the matter, which shall be submitted to the Audit Committee. Upon receipt of the report, the Audit Committee shall submit the report, along with recommendations, to the Chairman for Disciplinary Action, after providing a reasonable opportunity to be heard to the Subject. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.6 After considering the report and recommendations as aforesaid, the Chairman shall determine and finalize the Disciplinary Action as he may deem fit.
- 8.7 In case the subject is the Audit Committee Chairman, then the protected disclosure is sent to the Chairman of the Board of Directors, who will take necessary steps for the investigation.

9. SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Senior Officer(s), and everyone involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter under this Policy;
- not discuss the matters under this Policy in any informal/social gatherings/ meetings;
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations as directed by the Audit Committee;
- Do not keep the papers unattended anywhere at any time.
- Keep the email and files protected with a password.

If anyone is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered fit by the Audit Committee, as the case may be.

10. RETENTION OF DOCUMENTS AND AMENDMENT

All Protected Disclosures, documented along with the results of the investigation relating thereto, shall be retained by the Company Secretary for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

11. EFFECTIVE DATE

This Policy is effective from the date of approval of the same by the Board of Directors of the Company.

12. POLICY REVIEW

The Board may, subject to applicable laws, amend any provision(s) or substitute any provision (s) with new provisions, or replace the Policy entirely with a new Policy.

13. DISCLOSURES

The Company shall disclose the Policy on its website.

14. VALIDITY AND ENFORCEABILITY

In case any provision/ clause of this Policy is rendered unlawful or unenforceable due to any reason, the Policy shall be read by excluding that particular clause/ provision.

Particular	Details
Policy Name	Whistle Blower Policy
Regulatory Reference	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)
Adopted On	21-Jan-26
Approved On	21-Jan-26
Version	Version 1.0
Drafted By	CS & Legal Department with HR
Approved By	Board of Directors