



ACCESS TO QUALITY AFFORDABLE MEDICINES

WHISTLEBLOWER POLICY

**Cipla Quality Chemical Industries Limited**  
**Luzira Industrial Park**  
**P. O. Box 3487, Plot Nos. 1 - 7**  
**1st Ring Road, Kampala, Uganda**

Reviewed and approved by the Board of Directors effective February 2020.

A handwritten signature in black ink, appearing to read "Emmanuel Katongole".

**Emmanuel Katongole**  
**Executive Chairman**

A handwritten signature in blue ink, appearing to read "Nevin James Bradford".

**Nevin James Bradford**  
**Chief Executive Officer**

## TABLE OF CONTENTS

1.	Preamble .....	2
2.	Definition and Interpretation .....	2
3.	Objectives of the Policy .....	3
4.	Scope of the Policy .....	3
5.	Policy Statement .....	4
6.	Safeguards .....	5
7.	Reporting .....	5
8.	Reporting Procedure .....	5
9.	Investigating Procedure .....	7
10.	Investigation Finding .....	8
11.	Unsatisfactory Outcome .....	8
12.	Protection of the Whistleblower .....	8
13.	Disclosure in Bad Faith .....	9
14.	Records and Data Protection .....	9
15.	Policy Implementation .....	9
16.	Non Compliance with the Policy .....	9
17.	Review and Approval .....	10

## 1. PREAMBLE

The Whistle-Blowers Protection Act, 2010 provides protection to employees against dismissal, penalization or any kind of discrimination by their employers as a result of disclosure of illegal, irregular or corrupt practices.

The Company has put in place this Policy to encourage open communication and disclosure of any malpractice. Employees who make disclosures without malice and in good faith ("bona fide"), are protected under this Act.

This Policy lays out a mechanism through which irregular, corrupt or illegal practices may be disclosed and managed to address any risk that may be posed to the Company and its stakeholders.

It aims to provide an avenue for employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing. This Whistleblowing Policy is intended to cover protections for employees that raise concerns regarding CiplaQCIL.

## 2. INTERPRETATION AND DEFINITIONS

In this Policy

- 2.1. clause headings are for convenience only and are not to be used in its interpretation;
- 2.2. an expression which denotes –
  - 2.2.1. any gender includes the other genders;
  - 2.2.2. a natural person includes a juristic person and vice versa;
- 2.3. the singular includes the plural and vice versa.
- 2.4. Any reference to any statute, regulation or other legislation shall be a reference to that statute, regulation or other legislation as amended or substituted from time to time.
- 2.5. Terms not otherwise defined in this Policy shall bear the meaning assigned to them in the Act, Unless the context clearly indicates a contrary intention, the following expressions shall bear the meanings set opposite them below and cognate expressions shall bear corresponding meanings:
  - 2.5.1. **"Act"** means the Whistle Blowers Protection Act, 2010;
  - 2.5.2. **"Audit and Risk Committee"** means CiplaQCIL's Audit and Risk Committee;

- 2.5.3. **"Board"** means the board of CiplaQCIL
- 2.5.4. **"CiplaQCIL" or "Company"** means Cipla Quality Chemical Industries Ltd;
- 2.5.5. **"Human Resource Policy"** means CiplaQCIL's Human Resource Policy issued and approved by the Board as reviewed or amended from time to time;
- 2.5.6. **"Companies Act"** means the Companies Act, 2012;
- 2.5.7. **"Good faith"** means the honest intent to act without taking an unfair advantage over another and includes honesty, fairness, lawfulness and absence of any intent to defraud;
- 2.5.8. **"Policy"** means this Whistleblower Policy;
- 2.5.9. **"Protected Disclosure"** means a concern or disclosure by the Whistleblower made in accordance with this Policy or the Act;
- 2.5.10. **"Whistleblower"** means to disclose an act irregular or illegal act;
- 2.5.11. **"Whistleblower"** means a person who has performed an act of whistleblowing.

### **3. OBJECTIVES OF THIS POLICY**

This Policy aims to –

- 3.1. provide avenues through which individuals who believe they have discovered malpractice or impropriety can lodge a complaint or report;
- 3.2. inform employees and external parties on how to proceed with the matter further if they are dissatisfied with the response;
- 3.3. provide an avenue through which malpractices are investigated and resolved internally rather than staff airing complaints outside the Company;
- 3.4. provide a mechanism for the Company to address and correct inappropriate conduct and actions;

### **4. SCOPE OF THE POLICY**

- 4.1. This Policy applies to all Board Members, Partners, Staff, Consultants, Independent Contractors, Service Providers and any other Stakeholder of whatever nature dealing with the Company.

4.2. This Policy shall cover concerns which include but are not limited to;

- i. Misappropriation of funds, fraud or extortion
- ii. Incorrect financial reporting
- iii. Dangers to Health & Safety or the environment
- iv. Criminal activity/offences
- v. Violations of law or regulations
- vi. Breach of staff code of conduct or any CiplaQCIL Policy
- vii. Improper conduct or unethical behaviour
- viii. Misuse of company property or deliberate destruction of company property
- ix. Conflict of interest
- x. Discrimination or unwarranted detrimental treatment of employees (e.g. bullying, sexual harassment as stipulated in the Human Resource Manual)
- xi. The deliberate provision of misleading information or falsification of records
- xii. Unlawful or unethical conduct relating to the workplace
- xiii. Attempts to conceal any of the above
- xiv. Attempts to carry out any of the above

## **5. POLICY STATEMENT**

- 5.1. CiplaQCIL is committed to the highest standards of accountability. An important aspect of accountability is a mechanism that enables staff to voice concerns in a responsible and effective manner.
- 5.2. All staff are encouraged to raise matters of concern responsibly through the procedures laid down in this Policy without fear of reprisal or retribution.
- 5.3. The Company supports the responsible reporting of improper conduct, and such reporting is supported and encouraged in accordance with this Policy.
- 5.4. All disclosures will be responded to respectfully, consistently and fairly. All concerns and breaches reported shall be investigated and action taken as appropriate.
- 5.5. The Company shall protect employees who disclose concerns or lodge complaints in good faith and in the reasonable belief that a malpractice has been committed.
- 5.6. The Company shall treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation shall be kept confidential.

## 6. SAFEGUARDS

- 6.1. **Harassment or Victimization** - Harassment or victimization for reporting concerns under this Policy will not be tolerated.
- 6.2. **Confidentiality** - Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

## 7. REPORTING

A complaint or disclosure shall be made in writing by the employee and shall contain as far as practicable;

- 7.1. the full name and address of the whistleblower,
- 7.2. nature of the malpractice in respect of which the disclosure is made,
- 7.3. the name and particulars of the person alleged to have committed, who is committing or is about to commit the malpractice,
- 7.4. the time and place where the alleged impropriety is taking place, took place or is likely to take place,
- 7.5. the full name, address and description of a person who witnessed the Commission of the impropriety,
- 7.6. whether the whistleblower has made a disclosure of the same or of some other impropriety on a previous occasion and if so, about whom and to whom the disclosure was made;
- 7.7. any other facts relevant to the disclosure.

## 8. REPORTING PROCEDURE

### 8.1. Internal Disclosure

In reporting any malpractice internally, the following steps shall be followed:

**Step 1:** immediate manager/ supervisor.

**Step 2:** if, after raising the concern with your immediate manager/supervisor, you continue to have reasonable grounds to believe the concern was not addressed or if you are not comfortable speaking with your immediate manager/supervisor, you should report your concern to the Human Resource

Manager, Company Secretary, the Chief Executive Officer or the manager a level above your supervisor.

**Step 3:** if the above channels have been followed and you still have concerns, or if you feel that the matter is so serious that you cannot discuss it with any of the above, or if you are not comfortable speaking with your immediate manager/supervisor, you should report to the Chairperson of the Board Audit and Risk Committee.

**Step 4:** if the above channels have been followed and you still have concerns, or if you feel that the matter is so serious that you cannot discuss it with any of the above, or if you are not comfortable speaking with the Chairperson of the Board Audit and Risk Committee, you may raise the matter in good faith by **using the Hotline .....**

The Whistleblower hotline shall be available 24/7. All calls shall be received by the Agent.

Upon reporting of a disclosure through the hotline, the call shall be received by an agent who shall compile a report. The report shall be submitted to the Company within 24 hours of receipt of a disclosure.

The Agent shall record the details of the whistleblower which shall be used in providing feedback. The Whistleblower details shall not be disclosed to the Company by the Agent.

Should there be need to obtain further details from the Whistleblower, the Agent shall contact the Whistleblower.

Should there be need for the whistleblower to testify at a hearing of a matter relating to the disclosure, the Agent shall contact the Whistleblower to testify.

The whistleblower shall not be compelled to testify in any matter and shall be free to decline any of the Company's request.

## 8.2. External Disclosure

8.2.1. External disclosures of any malpractice shall be made in accordance with the Whistle Blowers Protection Act, 2010 as may be amended from time to time.

8.2.2. External disclosures maybe made in the following instances.

(a) where the complaint does not pertain to the whistleblower's employment;

(b) where the whistleblower reasonably believes that he or she will be subjected to occupational detriment if he or she makes a disclosure to his or her employer;

(c) where the whistleblower reasonably believes or fears that evidence relating to the impropriety will be concealed or destroyed if he or she makes the disclosure to his or her employer; or

(d) where the complaint has already been made and no action has been taken or the whistleblower reasonably believes or fears that the employer will take no action.

8.2.3. External disclosures may be made to any of the following institutions—

- (a) the Inspectorate of Government;
- (b) the Directorate of Public Prosecutions;
- (c) the Uganda Human Rights Commission;
- (d) the Directorate for Ethics and Integrity;
- (e) the Office of the Resident District Commissioner;
- (f) Parliament of Uganda;
- (g) the National Environment Management Authority; and
- (h) the Uganda Police Force.

## **9. INVESTIGATING PROCEDURE**

- 9.1. The Company shall immediately upon receipt of a disclosure or within a period of 7 (seven) days from receipt of a disclosure respond to the Whistleblower acknowledging receipt of a disclosure.
- 9.2. All disclosures made under Step 1 to Step 4 shall be forwarded to the Head of Internal Audit for investigation.
- 9.3. The Company shall within 21 days from receipt of a disclosure:
  - a) decide whether to investigate the matter or refer the matter to an alternative person or body for investigation;
  - b) should a decision not to investigate be made, the reasons for the decision shall be provided to the Whistleblower, where possible.
  - c) All investigations shall be undertaken by the Internal Audit Department, unless where the disclosure has been referred to an alternative person/body to investigation.
- 9.4. Should the disclosure be referred to an alternative person or body to investigate, the alternative body or person shall:
  - a) consider whether to investigate the report or not. Should it decide not to investigate, reasons for the same shall if possible, be provided to the Whistleblower.



b) provide a time-frame within which the investigation will be completed.

9.5. Should the Company, person or body to which the report was referred be unable to determine the matter within the time frame indicated, it must advise the Whistleblower of such and on a regular basis or intervals advise that a decision is still pending, but must in writing inform the Whistleblower of its decision within 6 (six) months from the date the disclosure was made.

9.6. The Whistleblower may be engaged to provide additional information at any time during the investigation depending on the nature of the concern or breach reported and the adequacy of the information provided. The protection and confidentiality of the Whistleblower will be of utmost importance during such engagements.

9.7. Should the Whistleblower be willing to give evidence at disciplinary, or civil and/or criminal proceedings, he/she will be allowed to be accompanied by an individual of his/her choice, subject to legal requirements.

## **10. INVESTIGATION FINDING**

**10.1.** A report of the investigation shall be submitted to the Human Resource Manager, Chief Executive Officer and the Board Audit and Risk Committee depending on the gravity of the malpractice.

**10.2.** Where the disclosure is found to be justified and malpractice identified, disciplinary proceedings shall be instituted against the accused and action taken in accordance with the Human Resource Policy or any other applicable Company policy. Where the malpractice identified involves a non – employee or external person, action to be taken shall be dependent on any Agreements in place and the Law.

## **11. UNSATISFACTORY OUTCOME**

In the event a Whistleblower is dissatisfied with the outcome of the report, and he/she is still of the opinion and reasonably believes that the information disclosed and the allegation are substantially true, he/she will be at liberty to decide to take the matter further in accordance with the Whistle Blowers Protection Act, 2010 or any other law applicable.

## **12. PROTECTION OF THE WHISTLE BLOWER**

**12.1.** A Whistle Blower who makes a disclosure in good faith, reasonably believing it to be true, shall not as a consequence of making the disclosure, be victimized or subjected to the following:

- i. any disciplinary action;
- ii. dismissal, suspended, demoted, harassed or intimidated;

- iii. transferred against his/her will;
- iv. refused a transfer or a promotion;
- v. refused a reference or provided with an adverse reference;
- vi. threatened with any of the above; or
- vii. otherwise adversely affected in his/her employment, including employment opportunities and work security.

**12.2.** Any person who subjects an employee to any form of occupational detriment on account or partly on account of having made a Protected Disclosure, shall be subjected to disciplinary action.

### **13. DISCLOSURE IN BAD FAITH**

**13.1.** Any allegations that proves not to be substantiated and which is made maliciously, in bad faith or knowingly to be false shall be viewed as a serious disciplinary offence and will be handled as such.

**13.2.** An employee who makes disclosures in bad faith, maliciously or knowing to be false shall be subjected to disciplinary action in accordance with the Labour Laws and the Human Resource Policy.

### **14. RECORDS AND DATA PROTECTION**

**14.1.** The Company Secretary shall ensure that adequate records on whistleblowing activities are maintained.

**14.2.** CiplaQCIL recognizes that investigation of concerns and breaches raised are likely to lead to the processing of sensitive personal information of the accused.

### **15. POLICY IMPLEMENTATION**

Management is responsible for ensuring adequate awareness pertaining to the scope and objective of this Policy, including the platforms created for disclosure is created internally. Awareness shall be created through during staff trainings/sensitization sessions, induction, through email and any communication platform that may be put in place from time to time.

### **16. NON-COMPLIANCE WITH THIS POLICY**

**16.1.** Any person who violates relevant aspects of this Policy will be subject to disciplinary action in accordance with Laws of Uganda and the Human Resource Policy.

**16.2.** Any disciplinary action or penalty shall be without prejudice to any civil and/or criminal consequences that the violation may give rise to.

**17. REVIEW AND APPROVAL**

**17.1.** This Policy shall be reviewed annually and amended when need arises.

**17.2.** The Policy shall come into effect on the date of approval of this Policy by the Board.