

Cipla



Our

C

of CONDUCT

D

E




---

Our work is not just about making medicines.  
It is about making a difference.

---



- Dr Y K Hamied  
Chairman, Cipla



# Caring for Life

At Cipla, our objective is to ensure access to high quality and affordable medicines, and to support patients in need.

# Message from the MD and Global CEO

**Umang Vohra**  
MD and Global CEO



Dear Colleague,

## **Welcome to Our Code of Conduct!**

At Cipla, how we do things is as important as what we do.

We follow the philosophy of “**Caring for Life**” and our Credo reflects a set of beliefs and timeless principles that strongly influence the way we live and the way we work. This core philosophy is embedded in Our Code of Conduct.

Our future is to transform into an integrated, forward-looking and agile organisation while continuing to serve our patients with care and compassion. In today’s volatile, uncertain, complex and ambiguous world, we will only achieve this by maintaining the highest ethical standards.

Our Code of Conduct equips you with the knowledge, skill and ability to make the right decision.

I encourage you to read and use Our Code of Conduct to make sure you do your part to sustain the OneCipla culture. The nature of Our Code of Conduct is such that it cannot cover all situations that may possibly occur. When in doubt, you must seek guidance and advice as set out in the following pages about the proper course of action.

**Be the best, always!**

Our  
**OneCipla**  
Credo


We are a



Purpose  
Inspired



Responsibility  
Centred



Innovation  
Driven



Excellence  
Focussed



Integrity &  
Trust Anchored

global pharmaceutical firm that consistently Cares for Life and delivers on its commitment to all our stakeholders, patients, regulators, customers, partners, employees, investors and community.

This is our  
**OneCipla Credo**

# Our Code of Conduct

10

## **Caring for Our Code**

Our Responsibilities

Why Code of Conduct?

Who should follow Our Code of Conduct?

Compliance

Zero Tolerance

14

## **Caring for Our People**

Equal Opportunity Employer

No Discrimination or Harassment

Drug-free Workplace

18

## **Caring for Our Company & Shareholders**

Protecting our Assets

Insider Trading

Records Retention

Financial Reporting Integrity



# ■ Contents

23

## **Caring for Our Community**

Community Engagement  
Human Rights  
Political Activity  
Interactions with Healthcare Professionals  
Environment, Health and Safety  
Anti-bribery and Anti-corruption

30

## **Caring for Our Business Partners**

Our Partners  
Anti-money Laundering  
Conflict of Interest  
Anti-trust and Fair Competition  
Global Trade

36

## **Caring for Our Brand**

Quality First  
Business Intelligence  
Data Privacy and Confidentiality  
Intellectual Property  
Media Relations and Communications  
Use of Internet and Social Media



Caring for  
*Our*  
Code

## Our Responsibilities

- Ensure our day-to-day business activities are consistent with Our Code
- Focus on our OneCipla Credo while we strive to achieve our business goals
- Comply with all our policies, procedures, internal controls and applicable laws and regulations
- Take informed and ethical decisions to provide value to our stakeholders
- When in doubt, consult!

## Why Code of Conduct?

- To guide us in doing the right thing
- To sustain our ethical, fair and responsible behaviour
- To reinforce our OneCipla Credo
- To drive the culture of compliance
- To prevent reputational risks or damages arising from non-compliance

## Who should follow Our Code of Conduct?

Associates\*, Board Members, contractors, consultants, trainees, service providers of our Company and our subsidiaries, affiliates, group companies and persons or entities contractually obligated across the globe.

The Independent Directors shall additionally carry out the duties as laid down by the applicable laws and regulations, including any amendments thereof.

*\*Associates means on-roll employees of all Cipla entities*



## Compliance

### Our Principles

- Our Company is committed to conducting its business and operations in a legally compliant manner. We respect the law at all times
- We are also committed to comply with all our policies, procedures and internal controls. Instances of non-compliance may impact brand, reputation and market value of our Company

### Do you know?

- The Compliance Manager Tool enables our Company to manage our compliances

### What is Our Responsibility?

- Compliance with all laws, rules and regulations must never be compromised

### Where do we find guidance?

- We should read our Compliance Policy for further guidance on managing our compliances

### Who is a Compliance Champion?

- A Compliance Champion adheres to all compliances within stipulated timelines while maintaining all the necessary documentation

Refer to Compliance Policy on [www.life.cipla.com](http://www.life.cipla.com)

# Zero Tolerance

## Our Principles

- We have zero tolerance towards non-compliance
- We aim to provide a transparent, fair and conducive work environment to all our Associates
- If you observe any violation of Our Code of Conduct, we encourage you to speak up

## Got a concern?



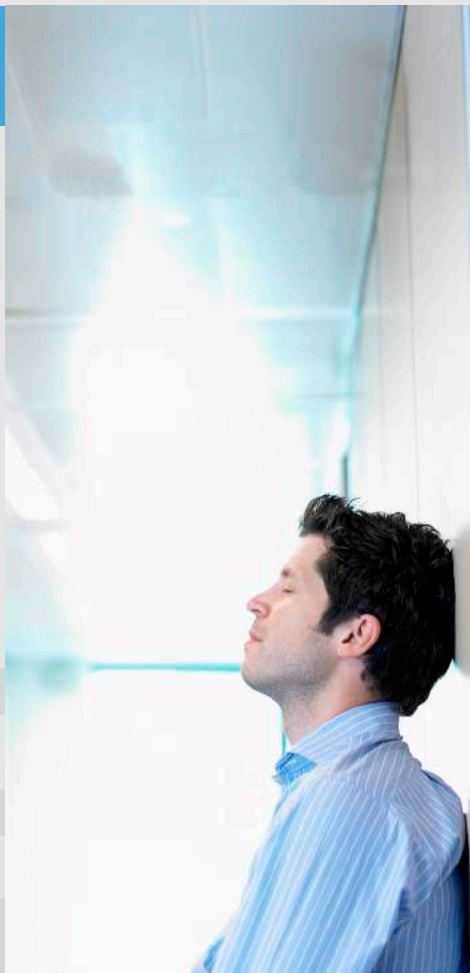
Write to: [ethics@cipla.com](mailto:ethics@cipla.com)



Speak to your Supervisor!



Speak to Human Resources or Chief Compliance Officer!



Refer to Whistle-blower Policy on [www.life.cipla.com](http://www.life.cipla.com)



**Associates reporting any concern shall be protected against any form of retaliation at all times. We consider acts of retaliation as misconduct.**



Caring for  
*Our*  
People

## Equal Opportunity Employer

### Our Principles

- We are an equal opportunity employer
- All employment decisions are purely on merit, qualification and abilities without bias towards gender, race, religion, ethnic origin, nationality, age, disability, HIV status, family status, sexual orientation or other
- We respect diversity and believe in fostering an all-inclusive work environment

We treat one another with respect and dignity. Always.



Refer to Conflict of Interest Policy on [www.life.cipla.com](http://www.life.cipla.com)



**Our Associates may refer potential candidates to work with us while ensuring that we avoid any conflict of interest.**



## No Discrimination or Harassment

### Our Principles

- Our Company is committed to providing a conducive and safe work environment that is free from any form of discrimination or harassment
- We strongly believe in the security of all our Associates

### We have zero tolerance

- Towards any form of harassment, abuse and bullying, sexual or otherwise, that is considered to be offensive, intimidating, humiliating or threatening

### I will never...

- Accept unwelcome behaviour
- Create a hostile work environment
- Defame someone under any circumstances

Refer to Prevention of Sexual Harassment Policy and Whistle-blower Policy on [www.life.cipla.com](http://www.life.cipla.com)



### How can I report an instance of Workplace or Sexual Harassment?

In case you witness any act of workplace or sexual harassment, you can immediately report it as per our reporting mechanism laid down in the Prevention of Sexual Harassment or Whistle-blower Policy.



## Drug-free Workplace

### Our Principles

- We are committed to protecting the safety, health and well-being of all Associates and other individuals at the workplace
- Alcohol abuse and illegal drug use pose a significant threat to our goals
- We must be free from the effects of illegal drugs, alcohol and abuse of legal drugs while at work, whether on or off the Company's premises

### I will never...

- Come to work under the influence of drugs or alcohol
- Unlawfully manufacture, distribute, dispense, use, consume, possess, sell, trade, and/or offer for sale alcohol, illegal or unauthorised drugs or intoxicants at the workplace
- Take prescribed or over-the-counter medications without consulting a prescribing medical practitioner and/or pharmacist



### Having a drug or alcohol addiction?

We encourage you to seek assistance from your Human Resources Manager.



Caring for

*Our*

Company &  
Shareholders

## Protecting our Assets

### Our Principles

- The protection and appropriate use of our tangible and intangible assets is of vital importance
- We exercise prudence while using our Company's assets including our Company's premises, financial resources, work facilities, equipments, movable assets, communication systems, IT systems, data and intellectual property
- Inappropriate use of our assets and resources pose substantial risk

### I will never...

- Utilise our Company's resources or facilitate the reproduction, display, distribution or storage of any materials that violates our Company's or any other third party's intellectual property rights
- Use the information and communication systems of our Company in a manner which is detrimental to our Company or any of our colleagues
- Damage or get involved in misappropriation or embezzlement of our assets of any kind
- Mishandle or misuse our assets for personal and for unauthorised purposes

---

**Report any mishandling, loss or theft of our assets to your Human Resources Manager or Legal Department.**

---





## Insider Trading

### Our Principles

- We are committed to zero tolerance towards insider trading
- We ensure that whenever Insiders trade in our securities, they must comply with 'Code on Insider Trading'
- We refrain from 'tipping' price sensitive and confidential information

### I will always...

- Disclose my trading activities basis applicable law and policies

### I will never...

- Share our Company's price sensitive information with anyone or on any social media platforms

Refer to Insider Trading Code on [www.life.cipla.com](http://www.life.cipla.com)



### Insider Trading

Insiders (connected persons or persons in possession of or having access or privy to confidential and unpublished price sensitive information), subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities.

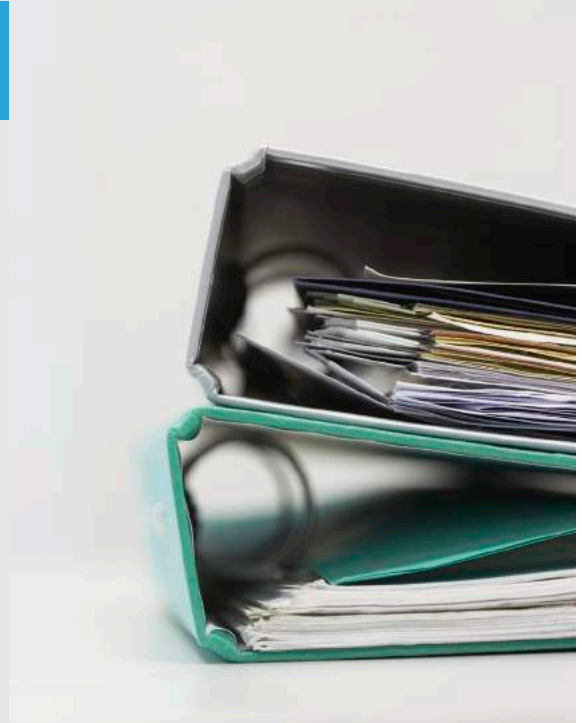
## Records Retention

### Our Principles

- We are committed to generate and maintain complete and accurate Company records always
- We preserve all our Company records in accordance with data retention and other data management policies
- We maintain, archive and destroy our Company records in compliance with the legal and regulatory record keeping requirements

### Company Records

- Policies and Procedures
- Employment Records
- Business Records
- Authorisations



Refer to Data Retention Policy  
on [www.life.cipla.com](http://www.life.cipla.com)



### Confronting scenario of litigation hold?

We will not destroy our Company's records during the litigation hold phase.



## Financial Reporting Integrity

### Our Principles

- Fair, timely and objective recording of information is of essence to maintaining our standards of integrity and transparency
- We aim to record and report all transactions accurately and completely, as per generally accepted accounting principles and disclosure requirements
- We ensure our financial, accounting, procurement and sales controls do not mislead our stakeholders

### We will never...

- Neglect statutory laws, internal accounting policies and controls, applicable authorisation matrix etc and effect inappropriate transactions

Refer to Whistle-blower Policy on [www.life.cipla.com](http://www.life.cipla.com)



### Are you aware of any Financial Reporting Irregularity?

Report any financial misrepresentation as per the reporting mechanism laid out in our Company's Whistle-blower Policy.



Caring for  
*Our*  
Community

# Community Engagement

## Our Principles

- We consistently strive to positively impact the lives of our patients, customers, stakeholders, the community and the environment at large
- We engage with our community respecting their rights and dignity
- Our community engagement is driven by the OneCipla Credo, helping us transform towards a new horizon of holistic growth and opportunity
- Our Corporate Social Responsibility is driven with the same commitment and dedication with which our day-to-day business priorities are implemented





# Human Rights

## Our Principles

- Human rights are the fundamental rights, freedoms and standards of treatment to which all people are entitled
- We conduct our business in a manner that respects human rights and dignity of people

## I will always...

- Respect all employment and immigration laws
- Refrain from any form of discrimination or victimization
- Ensure we or our business partners are not party to any form of forced labour and child labour

---

**Report any human rights violation in our operations or in those of our business partners to your Human Resources Manager.**

---



## Political Activity



### Our Principles

- We respect the right of every Associate to have political beliefs and affiliations that are within the realms of applicable laws
- Associates may engage in political activities with prior disclosures to line manager and HR manager

### Your Responsibilities

Associates may personally participate in politics, including making political contributions. But ensure:

- You do not use our Company's funds, equipment or resources, directly or indirectly, to support any political candidate or party
- You do not conduct political activity during working hours; and
- You always make clear that your political views and actions are your own and not that of our Company

## Interactions with Healthcare Professionals

### Our Principles

- We are committed to ethical, transparent and responsible interactions with healthcare professionals globally, thereby ensuring scientific integrity and unbiased exchange of information
- We never misrepresent information regarding our Company's product safety or influence the outcome of clinical trials inappropriately
- We respect the independence and professionalism of Healthcare Professionals



### While...

- Offering gifts and hospitality
- Contracting services
- Providing sponsorships
- Offering educational and research grants
- Providing physician samples

...to healthcare professionals, we will comply with the applicable laws, regulations and other industry standards and our policies.



**Gifts to healthcare professionals must be modest and inexpensive in value, having a festive significance, and not exceeding the maximum value for such gifts under applicable law and our Company's policies. Gifts must never be given in cash or cash equivalents such as gift cards/certificates/vouchers.**



## Environment, Health and Safety (EHS)

### Our Principles

- We, being a responsible Corporate citizen, recognise the importance of managing EHS matters effectively as an integral part of our business activities
- We take all practicable measures to create a safe and healthy workplace for our employees and a clean environment for our employees as well as the surrounding community
- We participate with government, industry and others concerned in creating responsible laws, regulations and standards

### Your Responsibilities

- Comply with applicable laws, rules and regulations with respect to EHS
- Report incidents, near misses, unsafe acts and working conditions promptly
- Familiarise yourself with safety emergency procedures
- Train yourself and your contractors with safe practices regularly

Refer to Environment, Health and Safety Policy on [www.life.cipla.com](http://www.life.cipla.com)



### Is my accident report to the EHS Officer subject to any investigation?

Yes, the investigation team undertakes detailed investigations of incidents, near misses or unsafe acts and working conditions reported by Associates and complies with the prescribed reporting requirements in your region.

## Anti-bribery and Anti-corruption

### Our Principles

- We conduct our business in an honest and ethical manner, maintaining the integrity of our business dealings with both public and private parties
- We foster our business relationships on trust, transparency and accountability
- We do not tolerate any form of corrupt practices in relation to our business anywhere in the world
- At every level of our operations, we implement and enforce effective systems to counter bribery and corruption

### I will never...

#### Offer/accept:

Money, gifts, privileges, favours, kickbacks, entertainment, other arrangements, directly or indirectly to or from a business partner, client, prospect, government official, healthcare professional or political party



We encourage you to disclose any gifts received from existing or potential business partners to the Company.

#### In exchange for:

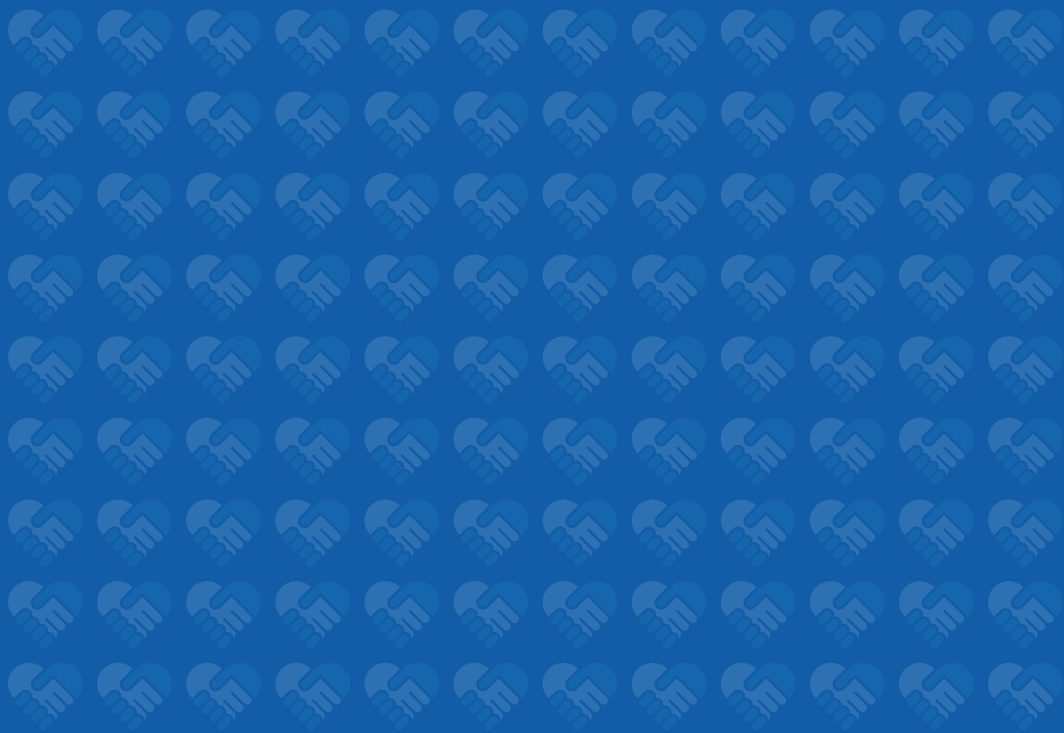
Company business, improper advantage, faster service, personal gain, other benefits that could cause unethical or illegal exposures

Refer to Anti-bribery and Anti-corruption Policy on [www.life.cipla.com](http://www.life.cipla.com)



### I would like to gift my client in the spirit of the holiday season. What should I do?

Consider whether the value and appropriateness of the gift are modest and consistent with guidelines set forth in the 'Anti-Bribery and Anti-Corruption' Policy. You should consult the Chief Compliance Officer, in case of any doubt for approval. You should maintain complete and accurate records of all the payments made.



Caring for  
*Our*  
Business  
Partners

## Our Partners

### Our Principles

- We strive to collaborate with business partners who demonstrate similar values and standards of compliance with regulations and laws
- Our collaboration with our business partners hinges on values of respect, honesty, trust and fairness
- We believe in building and maintaining partner relationships by doing the right things together

### Our Business Partners

- Supplier
- In-licensing
- Customer/Buyer
- Alliance/JV Partner
- Contract Manufacturer
- Sub-contractor/Service Provider

### Types of Due Diligence

- Technical Capability
- Quality Assurance
- Contractual
- Financial
- Legal
- Commercial
- Market Assessment

---

**Our business partners are essential to our ability to do business, therefore we choose them carefully and objectively.**

---



Refer to Partner Qualification Policy on [www.life.cipla.com](http://www.life.cipla.com)

# Anti-money Laundering

## Our Principles

- We comply with all laws that prohibit money laundering, terror financing or financing for illegal or illegitimate purposes
- Our business transactions do not involve acquiring, using or holding monetary proceeds or property acquired through illegitimate means

## Your Responsibilities

- We are committed to knowing who we are doing business with. We only deal with legitimate business partners for legitimate transactions with legitimate funds
- We make all our financial transactions to third parties only on the basis of underlying contracts and applicable laws

**Money laundering is the process of concealing illegal funds or projecting them as legitimate.**





# Conflict of Interest

## Our Principles

- We avoid any conflict or appearance of a conflict between our personal interests and our Company's interests
- We strive to ensure that we do not take undue or unethical advantage by virtue of our position in the Company
- We refrain from personal activities or interests while at work and conduct our business with professionalism, integrity, honesty and ethical standards

## Conflict Scenarios

- Unduly benefiting in personal capacity, in any form of paid/unpaid, verbal/contractual relationship, directly/indirectly with any individual/entity with which Cipla has a current or ongoing relationship
- Undertaking scientific drug tests of other companies in our laboratory/facilities
- Giving business to close friends, families or acquaintances with a view of gaining personal benefits



---

**We encourage you to disclose situations that might create conflict of interest or even the appearance of a conflict.**

---

# Anti-trust and Fair Competition

## Our Principles

- We believe in free and fair competition
- We encourage fair, ethical and transparent interactions with competitors, suppliers and customers
- We compete in the marketplace in a manner that complies with applicable anti-trust and competition laws
- We discourage unlawful exclusive contractual arrangements with suppliers

## Your Responsibilities

- To maintain information regarding pricing sales etc as strictly confidential
- To refrain from price fixing, bid rigging or boycott agreements
- To familiarise with applicable anti-trust and competition laws



Refer to Anti-trust and Fair Competition Policy on [www.life.cjpla.com](http://www.life.cjpla.com)

## Global Trade



### Our Principles

- We conduct our business complying with trade control laws in various jurisdictions and remaining aware of its criticality to our Company
- We strive to raise awareness of the global trade compliance requirements and how they apply to our Company in order to continue doing business internationally in an ethical and compliant manner
- We adhere to all applicable transit and intellectual property norms while trading our goods across the globe
- We adhere to any government imposed trade restrictions, embargoes, legal economic sanctions and boycotts

---

**Trade compliance includes regulations governing the import, export and domestic trading of goods and services as well as international sanctions and restrictive trade practices.**

---



Caring for  
*Our*  
Brand

## Quality First



### Our Principles

- Our Company has always been patient-focussed
- Our excellence comes from robust integration of people, processes and products
- We strive to maintain patient safety and maximise patient benefit in all our endeavours
- We provide drugs of exemplary quality with consistency and reliability and serve patients globally with affordable drugs

---

**Quality is a way  
of life at Cipla and  
fundamental to our  
sustainable growth.**

---

**Each one of us at  
Cipla is responsible  
for quality.**

Refer to Quality Policy  
on [www.life.cipla.com](http://www.life.cipla.com)

# Business Intelligence

## Our Principles

- We believe it is important to understand our suppliers, customers and value proposition of our competitors in the global marketplace
- We utilise information about other companies, their products and services available only in the public domain
- We strive to collect and use information ethically and in a manner that does not violate any laws or confidentiality obligations
- We never seek confidential and proprietary information about our competitors from job applicants or our Associates who previously worked with our competitors

We gather competitive intelligence with integrity.



## Data Privacy and Confidentiality



### Our Principles

- We protect and secure our confidential and proprietary information against unauthorised use and disclosure
- Our confidential information is of vital importance in maintaining our competitive advantage, developing new products and markets and valuable assets for future growth
- We respect the privacy of all individuals and take all precautions prescribed by law to protect and secure personal data
- We do not divulge any individual's personal, medical and financial information unless we are legally required

### Your Responsibilities

- Seek authorisation before accessing confidential or any individual's personal information
- Consult your Manager before sharing any information that could be confidential
- Never sign a third party's non-disclosure agreement or accept changes to our Company's standard non-disclosure agreement without prior approval from the Legal Department.
- Never disclose our Company's proprietary and confidential information with your prospective employer

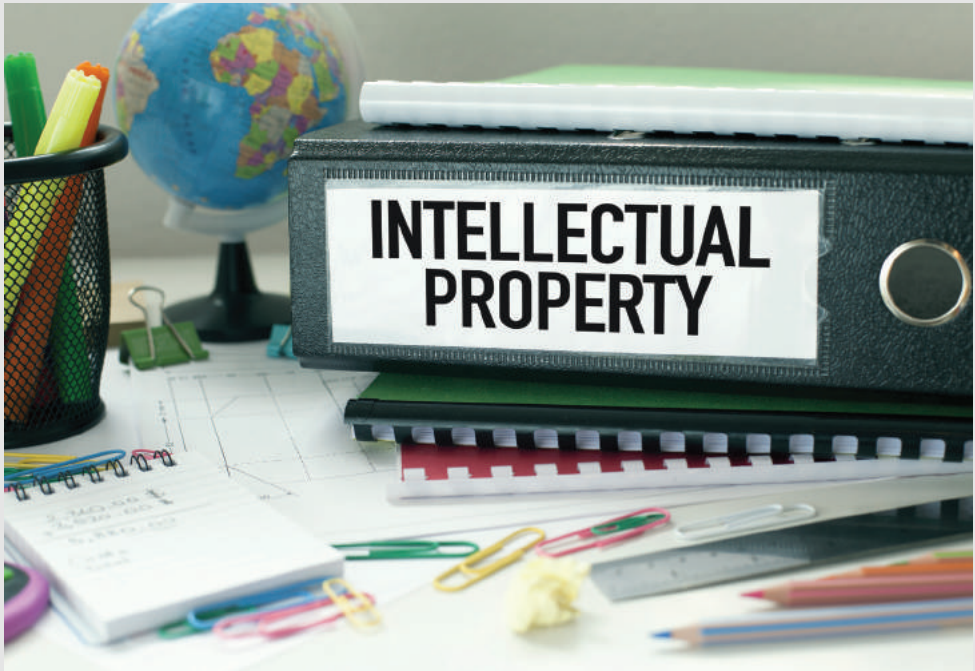
# Intellectual Property

## Our Principles

- Our intellectual property is an invaluable asset and we must protect it at all times
- No third party should use our intellectual property without authorisation or license
- We are committed to safeguard others' intellectual property as we do our own

## Your Responsibilities

- Always promptly disclose any intellectual property arising as your work product
- Never use any intellectual property in a degrading, defamatory, offensive or inappropriate manner
- Be respectful of others' intellectual property and never use previous employers' intellectual property without explicit written authorisation





## Media Relations and Communications



### Our Principles

- We ensure that all our external communications to media, analysts, investors and the general public is only through our authorised representatives
- We do not manipulate or misrepresent any facts relating to our Company
- We make full, fair, accurate, timely and understandable disclosures to regulators, government agencies, investors and the general public

### Your Responsibilities

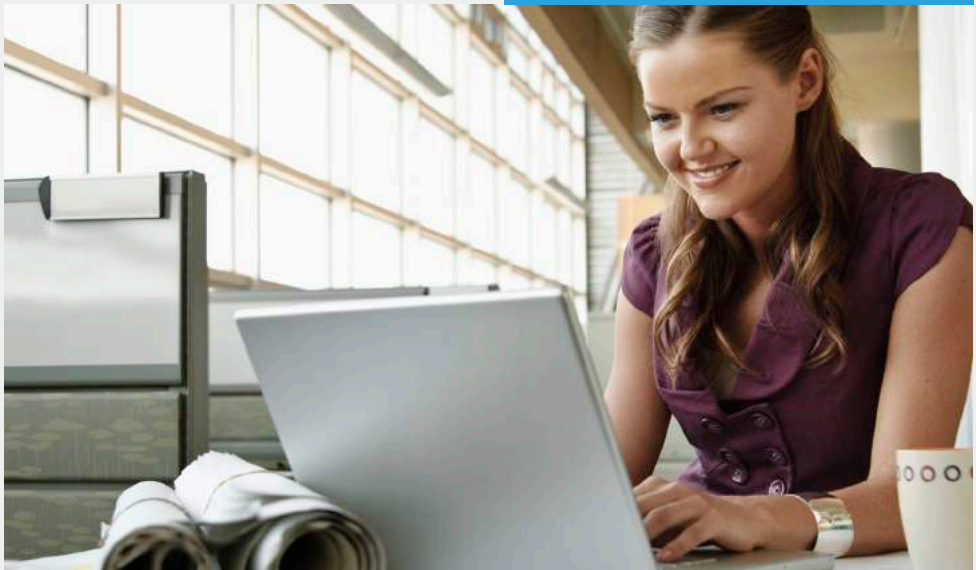
- Always redirect requests for representing our Company to authorised representatives of Corporate Communications
- Notify the Investor Relations or Company secretary in case any material non-public information with respect to our Company is inadvertently disclosed anywhere

## Use of Internet and Social Media

### Our Principles

- We use our Company's internet and email accounts in an ethical and responsible manner
- We always endeavour to use information systems for authorised business purposes only
- We respect our employees' individual identity. Views expressed by Associates on social media are their personal views and do not represent our Company's opinion

Always comply  
with our Company's  
information security  
and social media  
security policies.



Refer to Information Security and Social Media Security Policies on [www.life.cipla.com](http://www.life.cipla.com)

## Caring for Our Code

### Issuance of and amendments to our Code of Conduct

Our Code of Conduct is approved and issued by our Board of Directors. Our Code of Conduct is reviewed by the Chief Compliance Officer periodically to determine whether any revisions may be required due to changes in the law or regulations, or changes in our business or the business environment. Our Board of Directors must approve any changes to Our Code of Conduct.

### Compliance to Our Code of Conduct

Our Code is our responsibility. Make the Code of Conduct a part of everyday business. Fulfil your obligation to be ethical and compliant at all times. Cooperate fully and honestly in all investigations on integrity, ethical or policy violation matters.

Employees who do not comply or fail to fulfil obligations under the Code of Conduct and Policies will face disciplinary action up to and including the termination of their employment.

### Reporting Concerns

#### Postal Address:

Chief Internal Auditor  
Cipla Limited

Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel  
Mumbai - 400013, India

**Email:** [ethics@cipla.com](mailto:ethics@cipla.com)

### Queries or Clarifications on Our Code of Conduct

#### Postal Address:

Chief Compliance Officer  
Cipla Limited

Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel  
Mumbai - 400013, India

**Email:** [globalcompliance@cipla.com](mailto:globalcompliance@cipla.com)



**Cipla**  
Caring For Life

*Cipla Limited, © 2018,*

This document is the property of Cipla Limited. It must not be copied or used for any other purpose other than which it is supplied, without the expressed written authority of Cipla Limited. Except where provided for purposes of contractual requirements, Cipla disclaims any responsibility or liability for any use or misuse of this document by any person and makes no warranty as to the accuracy or suitability of the information to any third party. Any misuse of the document is redressable by Cipla Limited.