



Conflicts of Interest Policy

OWNERS AND APPROVERS

Role	Name	Designation	Date of approval
Owners	Anupama Pai	Head - Legal and Company Secretary	04.08.2021
Approvers	Audit Committee		

REVISION HISTORY

Version No.	Issue date	Date of revision	Change control no. for reference	Summary of changes (from previous version to this version)

Table of Contents

DEFINITIONS	4
BACKGROUND	5
OBJECTIVES.....	5
SCOPE	5
APPLICABILITY	5
GOVERNANCE.....	5
POLICY FRAMEWORK.....	6
REPORTING PROCEDURE.....	7
DISCIPLINARY CONSEQUENCES	7
FREQUENTLY ASKED QUESTIONS	8
ANNEXURE 1 – DECLARATION FORM	9

DEFINITIONS

Term	Definition
Closely related person	Closely related person is someone related closely by blood or marriage such as spouse, children, parents, siblings, cousins etc. or any relationship that could create a situation of conflict as determined by BSV.
Conflict of Interest	A conflict of interest could be any known transaction, relationship or service engaged by an employee, his/her immediate family/relatives, which may cause concern (based upon an objective determination) that the employee could not or might not be able to fairly perform his/her duties to the company.

BACKGROUND

Bharat Serums and Vaccines Limited ('BSV') is committed to conducting business in a manner that ensures decision making is not influenced by undue personal interests. A conflict of interest situation arises when the personal interests of an employee influence or have the potential to influence their business decisions.

We must handle conflict of interest situations in a professional and ethical manner to avoid those conflicts of interest damage our personal reputation and that of the Company's. When making decisions related to our work at BSV, we have a duty to act in the best interests of BSV and avoid even the appearance of a conflict.

The purpose of this Policy is to explain the relevant principles and guidelines to prevent or manage conflicts of interest and the process of implementation of such principles.

OBJECTIVES

This Policy is intended to increase the awareness of the potential for conflicts of commitment and interest among all employees, and to establish procedures whereby such conflicts may be avoided or managed in a transparent fashion.

SCOPE

All employees of BSV are expected to comply with this Policy, which outlines guidelines and brief understanding on conflict of interest.

APPLICABILITY

This Policy is applicable to all employees of BSV including but not limited to trainees, contractors, consultants of BSV and our affiliates, subsidiaries, group companies and contractually obligated persons or entities across the globe.

GOVERNANCE

Any changes to this Policy are tracked and documented for future reference and all changes are performed only after approval of the Legal head & Company Secretary. Legal department undertakes periodic review and updates this Policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.

Legal department monitors the effectiveness and review the implementation of the compliance principles set forth in this Policy, regularly considering its suitability, adequacy, and effectiveness.

POLICY FRAMEWORK

Conflict of interest may arise when an employee considers his or her personal interest before the interest of BSV. Such personal interests may exist due to a relationship with an individual or an entity which may influence the ability to make business decisions.

Indicative scenarios of Conflict of interest include but are not limited to the following:

- Personal workplace relationships: Recruiting or supervising a closely related person.
- Outside employment: Having a second job with a customer, supplier, or competitor of BSV.
- Acceptance of personal gifts, illegal payments, donations or benefits from competitors, customers, suppliers, or potential suppliers.
- Carrying out business transactions with entities that are related to you which are or could be detrimental to BSV's business.
- Promoting personal financial interests.

BSV understands that avoiding a conflict of interest situation may not always be possible or practical. A conflict of interest situation can become a problem or a legal matter if an employee influences the outcome of business dealings for direct or indirect personal benefit. This is why transparency, in the form of disclosure, is critical and helps to protect the integrity and reputation of BSV and the employee.

A discussion with the Manager and Head of Department (HoD) should be the starting point when it comes to disclosing a conflict of interest. When circumstances change, existing disclosures may no longer be accurate or complete. When this happens, the employee must freshly disclose the conflict of interest.

Any conflict of interest situation is reported to the Head - Legal and secretarial.

Following is the list of conflict types and recommended action on how to identify / avoid / address conflict when identified:-

Type of conflict	Conflict Situations	Recommendation to avoid or resolve the conflict
Workplace relationships – Personal in nature	<ul style="list-style-type: none"> • Direct or indirect supervisory, subordinate, or control relationship (e.g., having influence over conditions of employment) with closely related persons • Involvement in any hiring decision regarding closely related persons (including internal/external hiring and internal transfers). 	<ul style="list-style-type: none"> • All current and prospective employees of BSV need to disclose details as per Annexure 1 – Declaration Form • In case a closely related person is found to be working in the same department, BSV ensures that either of the employees is re-allocated to a different role/department based on the employee's skills and background • BSV does not employ closely related persons in a supervisor-subordinate relationship where they can influence decisions in any manner.

Type of conflict	Conflict Situations	Recommendation to avoid or resolve the conflict
Outside engagements, contract, employment etc.	Engagement, contract or employment agreement with BSV vendor, customer, competitor during the course of employment.	Employees cannot accept any employment – remunerative or otherwise, outside BSV which may influence their business decisions and may prove to be detrimental to BSV. Any such roles or participations must be informed and approved by the Head of Department.
Financial interests for personal gain	<ul style="list-style-type: none"> Financial interest in competitors business BSV business with entity where there is substantial interest Involvement with government agency. 	<ul style="list-style-type: none"> Employees do not own/purchase a stake in the company of a competitor without prior approvals Employees do not conduct BSV business with any entity where they have a substantial interest Employees do not act as an official of or advisor or consultant to any government agency with regulatory or supervisory power over BSV.
Gifts, meals, travel, entertainment	Gifts, meals, travel, entertainment, cash, cash in kind, any assets etc. Offer from vendor, customer, Govt. agencies, compatriots, etc. will be consider as conflict	Avoid Involvement in such situation. Provide appropriate information about such situation to HOD and respective HR head and follow the instructions or suggestive guidelines, if any.

REPORTING / DISCLOSURE OF CONFLICTS

- An actual or potential conflict of interest must be disclosed. All employees must disclose any existing or potential conflicts of interest at the time of joining or during the course of employment as soon as the employee identifies that there may be conflict situation. The required action for an employee who does not or cannot avoid a conflict of interest is to disclose it.
- All employees are encouraged to report genuine concerns with respect to unethical behavior, actual or suspected violation of conflict of interest to the management without any fear of retaliation.
- Any of the business-related tasks must be avoided in the interim period.
- Adequate and relevant response is communicated to the employee within 30 days of submission of the declaration.

DISCIPLINARY CONSEQUENCES

Any breach of the Policy including failure to report potential violations to declaring conflicts of interest or applicable laws may result in disciplinary measures including termination or suspension of employment or penalty.

FREQUENTLY ASKED QUESTIONS

Question	Answer
Are conflicts of interest always avoidable?	No, certain situation might not be practically avoidable however, in such scenario it is advisable to disclose the same to management or get exceptional approval before taking business decision.
Does closely related person can work in same team / department?	Closely related person should not be in a supervisory, subordinate, or control relationship (e.g., having influence over conditions of employment). BSV ensures that either of the employees is re-allocated to a different role/department based on the employee's skills and background.
Any form of retaliation against the employee who reports / assist in any inquiry related to conflicts of interest?	No, management ensures that employee is protected against any form of retaliation if he/she report potential misconduct or provide information or otherwise assist in any inquiry or investigation of potential misconduct.

ANNEXURE 1 – DECLARATION FORM

Declaration of Conflict of Interest

Employee Name: _____

Employee ID: _____

Department and Designation: _____

I hereby understand that it is my responsibility to disclose any existing or potential conflicts of interest. The details of the same are mentioned below:

1. Name of the entity/individual with whom there is a conflict of interest:

2. Relationship with the entity/individual:

3. Details of the type of conflict (relationship with an employee of BSV/ relationship with entity/individual outside BSV/ employment outside BSV):

Certification

I have carefully read the Conflict of Interest Policy and understand the intention of this disclosure. I certify that the information I have provided indicates all potential Conflict of Interest with regard to my position at BSV. I acknowledge I have a continuing obligation to file an updated form for each new activity initiated during the financial year.

Signature: _____

Place and Date: _____