

## CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

This confidentiality and non-disclosure agreement (hereinafter "**Agreement**") is executed on the 16<sup>th</sup> day of September, 2016 ("**Effective Date**").

**BETWEEN:** **Cipla Limited**, a company incorporated under the Companies Act 1913, having its registered office at Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, India (hereinafter referred to as "**Cipla**")

**AND:**

**KIIT (Kalinga Institute of Industrial Technology) University, Bhubaneswar**, an entity incorporated under the laws of India, having its registered office at KIIT Road, Patia, Bhubaneswar - 751024, Odisha, India (hereinafter referred to as "**Recipient**").

"Cipla" and "Recipient" shall hereinafter be individually referred to as a "**Party**" and collectively as the "**Parties**".

**RECITAL:** Cipla may disclose its Confidential Information to the Recipient solely for the purpose of evaluating a potential business relationship ("**Purpose**"), subject to the terms and conditions agreed herein.

### **1. DEFINITIONS**

- 1.1 "**Affiliates**" of a Party means any entity that controls, is controlled by or is under common control with such Party, where "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such entity, through ownership of more than fifty percent (50%) of the outstanding voting securities or other ownership interests, by contract or otherwise.
- 1.2 **Authorized Recipients** means, to the extent that they need access to Confidential Information for the purposes of or in connection with evaluating, negotiating or advising upon the Purpose, the Recipient's advisors and agents whose identity the Recipient has first notified to Cipla but not, without Cipla's prior written consent, providers of finance for the Purpose. For the avoidance of doubt, Authorized Recipients shall not include any potential co-investor, financial sponsor or other financing source (other than commercial bank lenders) unless specifically consented to in writing in advance by Cipla.



