Imagine . Innovate

TROIKAA PHARMACHEM PRIVATE LIMITED
WHISTLEBLOWER POLICY

1. SCOPE:

(i) This Policy applies to all the Employees and the Directors of the Company and they are eligible to make Protected Disclosures under this Policy. The Protected Disclosures should be in relation to matters concerning the Company.

(ii) This Policy shall not replace the existing grievance redressal procedures for which necessary Policies and procedures are already in place. It should not be used to make malicious or unfounded allegations against colleagues or raise grievance about a personal situation.

2. DEFINITIONS:

(i) **"Employee"** means, every existing employee of the Company (whether working in India or abroad).

(ii) **"Whistleblower"** is someone who makes a Protected Disclosure under this Policy.

(iii) **"Nodal Officer-WB"** is the designated authority responsible for administering protected disclosures.

(iv) **"Nominated Director - WB"** means the Director of the Company authorized by the Board of Directors to investigate and decide regarding the Protected Disclosure or Complaint(s) received by the Company under this Policy.

(v) **"Protected Disclosure or Complaint(s)"** means a concern raised through a written communication duly signed made in good faith about Improper Practice with supporting evidence. Such communication must be based on factual information and not be speculative, frivolous, or malicious in nature.

(vi) **"Fact Finder"** shall mean the person(s) within the Company or an external agency/entity appointed to investigate a Protected Disclosure.

(vii) **"Subject"** means, a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.

(viii) **"Improper Practice"** means actual violation of the legal & regulatory requirements and Financial irregularities.

(ix) **"Disciplinary Action"** means, any action that can be taken on the completion of/during the investigation proceedings, including but not limited to a warning, imposition of a fine, suspension from official duties or any such action as is deemed appropriate considering the gravity of the matter.

(x) **"Good Faith"**: An Employee shall be deemed to be communicating in "good faith" if there is a reasonable basis for communication of Improper Practices. However, Good Faith shall be deemed lacking if an Employee does not have personal knowledge on a factual basis for the communication or where the Employee knew or reasonably should have known that the communication about the unethical and Improper Practices or alleged wrongful conduct is malicious, false or frivolous.

TROIKAA PHARMACHEM PRIVATE LIMITED AHMEDABAD

3. DISQUALIFICATIONS

Whistleblower, who makes Protected Disclosure, which has been found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblower/s, the Company can take appropriate Disciplinary Action.

4. GUIDING PRINCIPLES:

(i) To ensure that this Policy is adhered to, and to assure that concerns will be acted upon seriously, subject to the other term of this Policy the Company will ensure that the person making the Protected Disclosure is not victimized for doing so. But, this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.

(ii) The Whistleblower shall ensure confidentiality.

(iii) The Whistleblower shall not attempt to conceal evidence of the Protected Disclosure.

(iv) Company shall take Disciplinary Action, if any one destroys or conceals evidence of the Protected Disclosure.

5. PROTECTION TO WHISTLEBLOWER:

(i) Whistleblower raising a concern in Good Faith under this Policy, will not be at risk of retaliation.

(ii) However, the protection shall not extend to immunity for:

a. any Protected Disclosures that " is made with malafide intent"; "is not made in good faith"; "is merely false accusation" or "is an abuse of policy";

b. involvement of the Whistleblower in the matters that are the subject of the allegations made in the Whistleblower Complaint; &

c. any proceeding including but not limited to disciplinary proceedings initiated and is pending against the Whistleblower before the Whistleblower Complaint is made.

6. DUTIES & RESPONSIBILITIES OF WHISTLEBLOWER :

(i) Avoid making malicious, frivolous, or knowingly making false allegations for personal gain;

(ii) Follow the procedures prescribed in this Policy for making a Protected Disclosure.

(iii) Co-operate with the investigation, including providing additional information if required;

(iv) Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the alleged Improper Practice. Any disclosures made in

TROIKAA PHARMACHEM PRIVATE LIMITED AHMEDABAD

violation of confidentiality or secrecy agreements shall be dealt with sternly in accordance with the terms of those agreements;

(i) Refrain from conducting the Whistleblower's own investigation or interfering with evidence;

(v) Respect the rights and reputation of individuals involved;

7. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES:

(i) **What matters can be reported?**
Matters that constitute an Improper Practice shall be reported within 180 days from the date of occurrence.

(ii) **List of exclusions** - Type of Complaint / Protected Disclosure that shall be excluded and will not be investigated under the Policy:

a) Complaints that are vague and/or ambiguous;
b) Complaints that are trivial and/or frivolous in nature;
c) Complaints relating to matters which are pending before any judicial authority;
d) Any matter where a period of more than 180 days has passed since the alleged violation or the event occurred;
e) Complaints concerning personal grievances/undergoing internal investigations, especially for alleged unethical practices, are not reportable matters for purposes of this Policy;
f) Motivated Complaint/s – a Complaint which is prima facie found to be deliberately false and/or motivated by revenge/ enmity/ mischief or considerations extraneous and outside the scope of Improper Practice;
g) Protected Disclosures expressed anonymously or pseudonymously.

(iii) **How should a Protected Disclosure be made and to whom?**
The Protected Disclosure should be made to "The Nodal Officer - WB" in a hard copy in a sealed cover with subject line "Confidential – Whistleblower Complaint" and should be sent to the registered office at, "Troikaa House, Satya Marg, Bodakdev, Ahmedabad, Gujarat, India- 380054" or can be mailed to cs@troikaapharma.com with the said subject line attaching required supporting evidence.

(iv) **What shall be the procedure for handling the Complaint?**

a) Upon receipt of the Protected Disclosure, the Nodal Officer - WB shall do a preliminary investigation to check whether the Complaint is genuine and falls under the purview of the Whistleblower Policy or not.
b) If the Complaint falls under Disqualification specified under (Clause 3) or the exclusions under Clause 7(ii) of the policy, it shall not be taken up for further investigation and the Nodal Officer – WB shall inform to the Whistleblower.

TROIKAA PHARMACHEM PRIVATE LIMITED AHMEDABAD

c) Once it is established that the Protected Disclosure needs to be investigated under the Whistleblower Policy, the Nodal Officer - WB shall forward the same to the Nominated Director - WB of the Company for further process.

d) On receipt of the Protected Disclosure, the Nominated Director - WB shall conduct an impartial investigation either himself/herself or by appointing a Fact Finder to determine whether the allegations made in the Protected Disclosure constitute an Improper Practice.

e) If a Fact Finder is appointed, he/she shall investigate and submit the findings report to the Nominated Director - WB.

f) If the findings report concludes that:
   i. the allegations do not constitute an Improper Practice, the Nominated Director - WB after satisfying himself/herself about the findings shall take steps to close the Complaint and the Nodal Officer – WB shall inform the Whistleblower, or
   ii. if the allegations constitute an Improper Practice, the Nominated Director - WB will proceed to conclude the Complaint through Nodal Officer - WB.

g) The entire process shall be concluded within a reasonable timeline, but not later than 180 days from the date of receipt of the Complaint. For extension of the timeline, approval of Management is required.

h) If the allegations constitute an Improper Practice, the Nominated Director - WB shall submit a written report containing the findings and recommendations to the Management.

8. Modification

The Company may review and modify this Policy from time to time as may be necessary to ensure compliance with the applicable laws and regulations.

TROIKAA PHARMACHEM PRIVATE LIMITED
AHMEDABAD