



**matrix** pharma  
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# WHISTLE BLOWER POLICY

**Effective Date:** 14 May 2025

Policy Name	Whistle Blower Policy
Last Update On	--
Version Approved by	The Board of Directors of Matrix Pharmacorp Private Limited
Effective Date	14 May 2025

## 1. Introduction

The purpose of the Whistle Blower Policy (“Policy”) is to provide a framework to promote responsible and secure whistle blowing. This Policy has been formulated to protect and provide a mechanism for the Company Directors and Personnel to report instances of unethical behavior, actual or suspected fraud, or violation.

This policy is applicable to Matrix Pharmacorp Private Limited and all its subsidiaries/associate/entities.


## 2. Alignment with Indian regulations

This Policy has been framed in accordance with provisions of the following:

- Section 177(9) & 177(10) of the Companies Act, 2013
- Rule 7 of the Companies (Meetings of Board and their Powers) Rules, 2014
- Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

## 3. Definitions

- "Audit Committee" means the Audit Committee of the Company that shall be constituted by its Board of Directors as per the applicable regulations.
- “Whistle Blower Committee” means the Committee of the Company constituted to investigate Whistle Blower cases.
- “Company” means Matrix Pharmacorp Private Limited.
- “Director” means a member of the Board of Directors of the Company.
- “Personnel” means any employee of the Company (including outsourced, temporary and on contract personnel), and/or third-party engaged by or on-behalf of the Company.
- “Good faith” – “Good faith” means having reasonable belief that the information provided is truthful.
- “Malicious Complaints” means complaints which are mala fide, frivolous, baseless, false or malicious or where the same is reported otherwise than in Good Faith.
- "Protected Disclosure" means any communication made in good faith that discloses information evidencing improper or unethical behavior. Such disclosure must be factual and based on reasonable belief, and not speculative in nature.
- "Subject" means a person against or in respect of whom (i) a Protected Disclosure has been made, or (2) evidence gathered during the course of an investigation.
- "Whistle Blower" means a person making a Protected Disclosure under this Policy.



The Policy will not cover the following types of complaints which if made, will not be considered Protected Disclosure under this Policy: (a) Matters relating to personal grievances on issues such as appraisals, compensation, promotions, rating, behavioral issues/concerns of the manager(s)/supervisor(s)/other colleague(s), complaint of sexual harassment at workplace etc. for which alternate internal redressal mechanisms in the Bank are in place. (b) Matters which are pending before a court of law, tribunal, other quasi-judicial bodies or any governmental authority.

#### **4. Procedure for Reporting Protected Disclosures**

Matrix Pharmacorp Private Limited is committed to fostering a culture of transparency, accountability, and ethical conduct. In alignment with this commitment, all personnel and directors are encouraged to promptly report concerns, including suspected misconduct, unethical behavior, malpractice, or violations of applicable laws or Company policies, including but not limited to, cases on corruption and bribery, anti-competitive practices, and information security concerns.

Individuals may submit a Protected Disclosure by sending a written complaint in a sealed envelope clearly marked Private and Confidential, addressed to the Chairperson of the Audit Committee at Plot No. 1-60/35/A, 6th to 9th Floor, HITEC City, Phase II, Gachibowli Serilingampally Mandal, Ranga Reddy District, Hyderabad, Telangana, India - 500 081. In the case where the Protected Disclosure relates to any of the members of the Audit Committee, the Whistle Blower may make such Protected Disclosure directly to the Chairperson of the Board either through a letter addressed to him/her and sent to the corporate office of the company.


If a disclosure is made anonymously or otherwise may be submitted anonymously, the complaint must be detailed and specific, to enable effective investigation. The following information should be included to the extent possible:

- The name of the employee, and/or third party or parties involved
- Where it happened (division or office or location)
- When did it happen: a date or a period

However, complaints submitted anonymously will not be eligible for whistle blower protection

#### **5. Investigation**

Upon receipt of a Protected Disclosure, the Audit Committee shall, within 48 hours, evaluate the nature and complexity of the complaint and determine whether it warrants further examination. If so, the Audit Committee shall directly initiate and oversee the formal investigation. The Audit Committee may seek assistance from subject matter



experts or relevant internal functions as needed but will retain overall responsibility for the investigation. In cases where any member of the Audit Committee has a conflict of interest, that member shall be recused from the proceedings, and the remaining members shall continue to handle the matter.

All Protected Disclosure under this Policy will be recorded and thoroughly investigated by the investigators. If required for investigation, further information or particulars from the Whistle Blower may be called for. The identity of the Subject and the Whistle Blower shall be kept confidential to the extent possible given the legitimate needs of law and the investigation. Subject(s) will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their input during the investigation. Subject(s) shall have a duty to co-operate with the investigators during the investigation. The Whistle Blower shall be informed of the progress of the investigation and at periodic intervals during the investigation as defined by the internal procedure. The Committee shall submit a comprehensive investigation report to the Chairman of the Audit Committee, who will review the findings and recommendations. Based on this report, the Company shall make a well-informed and appropriate decision regarding the necessary course of action.

Any appeal against the disciplinary action should be filed in writing with the Company within 30 calendar days from formal communication/notification of the disciplinary action. Such appeals shall be reviewed and adjudicated by the Company Secretary in accordance with the applicable regulation(s).

## 6. Protection of Whistle Blowers

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure in good faith under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted. Complete protection will be given to the Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, demotion, transfer, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take all reasonable steps to minimize difficulties which the Whistle Blower may experience.
- The Company shall keep confidential the identity of the Whistle Blower, to encourage to provide input without any hesitation for the present as well as future.
- Any other Personnel assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## 7. Disqualification of protection

- While it will ensure that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection by making malicious complaints will warrant strict disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by the Whistle Blower knowing it to be false or bogus or with a mala fide intention.

## 8. Retention of Documents

A quarterly report with the number of Protected Disclosures received under this Policy and their status/outcome shall be placed before the Board.

All Protected Disclosures and necessary supporting documents along with the results of investigation shall be retained by the Company for a minimum period of 3 years.

## 9. Amendments/Modifications

- This Policy shall be subject to laws and regulatory requirements of every jurisdiction in which the Company operates.
- The Board shall review the functioning of the Whistle Blower mechanism under this Policy on an annual basis including determining whether any changes/improvements should be made to the Policy.
- The Company reserves its right to amend or modify this Policy in whole or in part, at any time to comply with applicable regulatory requirements or otherwise.
- Once the Company is listed, the Audit Committee, as constituted under listing regulations, for the purpose and scope defined in this policy and the related internal procedures, shall assume the role and responsibilities assigned to the Board.

## 10. Queries / Questions

Any queries / questions regarding this policy may be addressed to the Company Secretary.

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