



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Effective Date: February 23, 2024

Introduction

(a) Spectrogen Pharmachem Limited (“Company”) believes in the conduct of the affairs of its business in a fair and transparent manner by adopting highest standards of professionalism, integrity and ethical behaviour.

(b) The Company is committed to developing a culture where it is safe for all the Employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

(c) Section 177 of the Companies Act, 2013 (“Act”) read with Rule 7 of the Companies (Meetings of Board and its Powers), 2014, inter-alia provides, a mandatory requirement, for the Companies to establish a mechanism called "Vigil Mechanism (Whistle Blower Policy)" for Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

(d) The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects Directors and Employees wishing to raise a concern about serious irregularities within the Company.

(e) The Policy neither releases Directors and Employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Policy

(a) This Policy is for the Directors and the Employees (as defined hereinafter).

(b) The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in Paragraph “Policy Coverage” below.



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharamchem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

Definitions

- (a) "Director" means any person who has been appointed as a Director on the Board of the Company, whether Whole-Time, Additional or otherwise.
- (b) "Disciplinary Action" means any action that can be taken on the completion of/during the investigation proceedings, including, but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- (c) "Employee" means every Employee of the Company
- (d) "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- (e) "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of investigation.
- (f) "Whistle Blower" is someone who makes a Protected Disclosure under this Policy.
- (g) "Whistle Officer" or "Committee" means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation by the Ombudsman
- (h) "Ombudsperson" will be the Chairperson of the Audit Committee, for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- (a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
 - (b) Treat victimization as a serious matter including initiating Disciplinary Action
 - (c) Ensure complete confidentiality of all Employees/person(s) involved in the processes provided in this Policy;
-



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

- (d) Not to / attempt to conceal evidence of the Protected Disclosure;
- (e) Take Disciplinary Action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made; and
- (f) Provide an opportunity of being heard to the persons involved especially to the Subject.
- (g) The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee. Protected Disclosure will be appropriately dealt with by the Audit Committee.

Policy Coverage

- (a) The Policy covers malpractices and events which have taken place/suspected to take place involving:
 - (i) Abuse of authority
 - (ii) Pilferation of confidential information
 - (iii) Negligence causing substantial and specific danger to public health and safety
 - (iv) Manipulation of Company's data / records
 - (v) Financial irregularities, including fraud / suspected fraud
 - (vi) Criminal Offence
 - (vii) Wastage/misappropriation of company funds/assets
 - (viii) Deliberate violation of law / regulation
 - (ix) Breach of the Company's Code of Conduct
 - (x) Any other unethical, biased, favoured, imprudent event.
-



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

(b) The Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Disqualifications

(a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant Disciplinary Action by the Company.

(b) Protection under this Policy would not mean protection from Disciplinary Action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or with a malafide intention.

(c) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

Manner of raising the Concern

(a) Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 (thirty) consecutive days after becoming aware of the same.

(b) Details of the Ombudsperson:

Chairman of the Audit Committee
Spectrogen Pharmachem Limited
Office Address: Sy. No. 115, First Floor, Hanumanji Colony
Brig Sayeed Road, Bowenpally
Manovikasnagar, Tirumalagiri
Secunderabad – 500009
Contact No.: +040 – 35035220

(c) Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated under this Policy

(d) If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

(e) Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by the Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

(f) Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.

(g) The Ombudsperson/Whistle Officer/Committee shall

(i) Make a detailed written record of the Protected Disclosure. The record will include:

1. Facts of the matter;

2. Whether the same Protected Disclosure was raised previously, and if so, the outcome thereof;

3. Whether any Protected Disclosure was raised previously against the same Subject;

4. The financial loss, if any, which has been incurred/would have been incurred by the Company;

5. Findings of Ombudsperson/Whistle Officer/Committee; and

6. The recommendations of the Ombudsperson / Whistle Officer / Committee on disciplinary / other action/(s).

(ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 (fifteen) days of being nominated/appointed, unless more time is required under exceptional circumstances.

(h) On submission of report, the Whistle Officer/Committee shall discuss the matter with Ombudsperson who shall either:

(i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/Committee and take such Disciplinary Action as he/they may think fit and take preventive measures to avoid reoccurrence of the matter;

(ii) In case the Protected Disclosure is not proved, extinguish the matter; or



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

(iii) Depending upon the seriousness of the matter, the Ombudsperson may refer the matter to the Committee of Directors, with proposed Disciplinary Action. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

(i) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Chairman of the Audit Committee.

Protection to Employees

(a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to the Whistle Blower against any unfair practice like retaliation, intimidation of termination/suspension of service, Disciplinary Action, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour 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. Thus, if the Whistle Blower is required to give evidence in disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

(b) The identity of the Whistle Blower shall be always kept confidential.

(c) Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

(a) maintain complete confidentiality of the matter

(b) not discuss the matter in any informal gatherings/meetings



SPECTROGEN PHARMACHEM LIMITED
(Formerly, Spectrogen Pharmachem Private Limited)
CIN: U24299TG2020PLC147109

E-mail: info@spectrogen.co.in

Tel: 040 – 3503 5220

Website: www.spectrogen.co.in

GST: 36ABFCS1492M1ZV

(c) discuss only to the extent with the persons required for the purpose of completing the process and investigations

(d) not keep the papers unattended anywhere at any time

(e) keep the electronic mails/files under password

If any person is found not complying with the above requirements, he/she shall be held liable for such Disciplinary Action as is considered fit by the authorized person/authority in this regard.

Reporting

A Quarterly Report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

Right to Amendment

The Company holds the right to amend or modify the Policy. Any amendment or modification of the Policy would be done by an appropriate authority as mandated in law. The updated Vigil Mechanism would be shared with the Employees.
