



Vigil Mechanism (Whistle-Blower) Policy

Embio Limited (“Embio” or “Company”) believes in conduct of its affairs by its employee and associates, in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

Towards this goal, the Company adopts a “Vigil Mechanism (Whistle Blower) Policy”.

This policy lays down the mechanism & process that should govern the actions of the Company and its employee / associates, business associates, clients, vendors, ex-employees and third parties engaged by/with the Company.

The policy is intended to cover serious concerns (actual or suspected), that may have an impact on Embio. Concerns/complaints include, but are not limited to, actions that:

- are not in line with Companies any policies or elsewhere as intimated.
- are unlawful / unethical.
- amount to serious improper conduct.
- affect the Company’s image in any adverse manner.

The objective of this policy is to:

- To provide all persons engaged & dealing with the Company an avenue to raise concerns, in line with the commitment of Embio to adhere to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.
- To provide a framework to promote a secure and result oriented whistle blowing.
- To provide necessary safeguards for the protection of employees /associates from harassment or victimization, for raising concern in good faiths.
- To lay down procedures on how to report their suspicions about potential unlawful and unethical conduct, or breaches of Company policy which include all aspects of criminal and other irregular conduct

Applicability

- This policy applies to all employees, the board of directors and associates of Embio. Any actual or potential misconduct by any of the employees / associates of the Company, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company and will be dealt with under this Policy.

Out of Scope

This mechanism should not be used for routine or operational matters like:

- Improper / inappropriate administration facilities
- Malfunctioning of IT assets (laptops, printers, etc.)
- Compensation related issues
- Payment and taxation related queries
- Recruitment / job openings
- Questioning the financial or other business decisions taken by the management.
- Sexual harassment complaints (For these you must write to embio@embio.co.in).

Definitions

- “Whistle blower” mean an Employee /Director/ Associate/ Business Associate who makes protected disclosure under this policy.
- “Company” means Embio Ltd.
- “Employee” means every employee of the Company.
- “Associate” means all contractual employees not employed on full-time basis or on Company payroll including interns, freelancers & other technicians.
- “Director” means a member of the Board of Directors of the Company.
- “Business Associate” means Statutory Auditors or Internal Auditors or Tax Consultants or Business Advisors or Financial Advisors or Legal Advisors or any other outside professional engaged with the Company.
- "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- “Reportable Matter” means a genuine concern concerning actual or suspected:
 - Fraudulent practices, such as improperly tampering with Companies books and records, or theft of company property;
 - Corruption, including bribery and money laundering;
 - Breaches any policy of the Company.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

Responsibility to Report

- Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism.
- The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

Reporting Mechanism

- In order to maintain highest level of confidentiality, the Company has appointed Mr. A.G. Swaminathan to operate the whistle blowing mechanism.
- All complaint is to be lodged with Mr. A.G. Swaminathan and marked CC to Mr. M. Devesh by the whistle blowers, they will decide upon the action to be taken, based on

the facts provided by the whistle blowers. It will be then forwarded to the Audit Committee, to initiate further action. The Company will endeavour to investigate & address the concern raised as soon as possible.

- Protected Disclosures are to be made to Mr. A.G. Swaminathan and marked as CC to Mr. M. Devesh in the prescribed format as follows
 - Email to: swami@embio.co.in and CC to: devesh@embio.co.in
 - Letter to: Mr. A.G. Swaminathan and copy to Mr. M. Devesh
- To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:
 - the nature of the Reportable Matter;
 - the names of the Employees to which the Reportable Matter relates.
 - the relevant factual background concerning the Reportable Matter; and
 - the basis for the Protected Disclosure.
- To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, Embio's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

Protection of whistle blowers

- If a person raises a concern under this Policy, he or she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance. He/she will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, pay cut, lesser than normal pay rise per performance appraisal, reduced or holding back of bonus or the like including any direct or indirect use of authority to obstruct the whistle-blowers' right to continue to perform his duties/functions including making further protected disclosure, as a result of reporting under this Policy.
- The protection is available provided that; The communication/ disclosure is made in good faith; He/she reasonably believes that information, and any allegations contained in it, are substantially true and He/she is not acting for personal gain.
- False complaints: Making frivolous or bogus complaints through whistle blowing channels is strictly prohibited and not acceptable by the Company. A person making complaints with wrong intentions and subsequently found to be false, will be subject to strict disciplinary actions. It may also lead to suspension or termination of services or employment contract.