



### VIGIL MECHANISM AND WHISTLE BLOWER POLICY

<b>APPLICABILITY</b>	All Symbiotec Group of Companies
<b>POLICY ADMINISTRATION</b>	
<b>INITIATED BY</b> (Signature with Name)	 SALIL JAIN
<b>APPROVED BY</b> (Signature with Name)	 Anil Setwani
<b>WITH EFFECT FROM</b>	01- March - 2024.
<b>REVIEW BEFORE</b>	28- Feb - 2027
<b>VERSION</b>	V2

## PREFACE

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior. The Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.2 Symbiotec Pharmalab Private Limited and its subsidiaries (collectively, "**Symbiotec Group**") is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. Symbiotec Group's expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the "**Code of Conduct**").
- 1.3 Section 177(9) of the Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides for establishment of Vigil Mechanism for its Directors and Employees of Symbiotec Pharmalab Private Limited and its subsidiary(ies) or its group Company(s) / associates Company(s).
- 1.4 The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behavior, improper, alleged wrongful conduct, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct, Anti Corruption, Bribery, Fraud, Anti competitive Practices, Conflict of Interest and Money Laundering, Information Security, Prevention of Sexual Harassment

### ***The unethical, improper and illegal activities inter-alia include-***

- An act of omission, commission, concealment, misrepresentation which necessarily are in violation of law of the land, rules and regulation of the Company, employee Code of Conduct or Rules, Memorandum and Articles of Association of the Company and against the accepted principles jeopardizing the interest and growth of the Company.
- Misuse or diversion of the Company's funds, property and manpower, Abuse of authority, Breach of Code of Conductor Ethics Policy, Violation of human rights, Sexual harassment, Fraud and bribery or employment contract.
- Intentional financial irregularities, including fraud or suspected frauds.
- Unnecessary sharing/ Leaking of unpublished price sensitive information.

- Manipulation of Company data/records.
- Gross or willful negligence causing substantial and specific danger to health, safety and environment.
- Any act, deed or thing which goes against the interest of the Company.
- Any act or practice related to Anti Corruption, Bribery, Fraud, Anti competitive Practices, Conflict of Interest and Money Laundering, Information Security, Prevention of Sexual Harassment.

## 2. DEFINITION

- **Alleged wrongful Conduct**” shall mean violation of applicable laws to the Company, Infringement of Company’s rules, misappropriation of Funds, substantial and specific danger to public health and safety non-adherence to the Code or abuse of Authority.
- **Audit Committee**” means Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.
- **Board**” means Board of Directors of the Company
- **Code**” means Code of Conduct as part of HR Policy of the Company
- **Company**” means Symbiotec Pharmalab Private Limited, its subsidiary(s), its group Company(s) and its associate company(s)
- **Employee**” means all the present employees and Directors of the Company (whether working in India or abroad)
- **Protected Disclosure**” means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title “COVERAGE OF THE POLICY” or Alleged wrongful conduct with respect to the Company. This shall include Anti Corruption, Bribery, Fraud, Anti competitive Practices, Conflict of Interest and Money Laundering, Information Security, Prevention of Sexual Harassment

- **Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during an investigation.
- **Vigilance Officer**” means an officer appointed to receive protected disclosure from whistle Blower, maintaining records thereof, placing the same before the Committee for its disposal and informing the whistle Blower the result thereof.
- **Whistle Blower**” is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant.
- **Disciplinary Action**” means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.

### 3. SCOPE

- 3.1 This Policy is an extension of the Code of Conduct. The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. It shall also include disclosures related to Anti Corruption, Bribery, Fraud, Anticompetitive Practices, Conflict of Interest and Money Laundering, Information Security ,Prevention of Sexual Harassment.
- 3.2 Whistleblowers 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 Board / Audit Committee or the Investigators. Protected Disclosure will be appropriately dealt by the Board /Audit Committee, as the case may be.
- 3.3 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this Policy, and seek advice from the Group Head, HR of Symbiotec if any questions arise.

#### **4. ELIGIBILITY**

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

#### **5. COVERAGE OF POLICY**

The Policy covers malpractices and events which have taken place/suspected to take place involving but not limited as described in Section 1.4 above.

#### **6. PROTECTION**

**6.1** 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 Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

**6.2** The identity of the Whistle Blower shall be kept confidential and shall be disclosed only on need-to-know basis.

**6.3** Any other Director/Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

**6.4** Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:

6.4.1 Made in good faith.

6.4.2 The Whistle Blower has reasonable information or documents in support thereof; and

6.4.3 Not for personal gain or animosity against the Subject.

**6.5** Whistle Blowers, who make any Protected Disclosures, which have

been subsequently found to be mala-fide, frivolous or malicious, shall be liable to Disciplinary Action as may be as decided by the Committee constituted under this Policy.

## 7. REPORTING MECHANISM

7.1 All Protected Disclosures should be addressed to Whistle Officer (as nominated from time to time) of the Company. The contact details are as under:

<b>Whistle Officer</b> <b>Anil Satwani (Managing Director)</b> Symbiotec Pharmalab Private Limited 385/2, Pigdamber, Near Mashal Hotel, Rau, Indore – 453331, India E-Mail: <a href="mailto:a.satwani@symbiotec.in">a.satwani@symbiotec.in</a>	<b>Salil Jain (Company Secretary)</b> Symbiotec Pharmalab Private Limited 385/2, Pigdamber, Near Mashal Hotel, Rau, Indore – 453331, India E-Mail: <a href="mailto:grievance@symbiotec.in">grievance@symbiotec.in</a>
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- 7.2 Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.
- 7.3 The Protected Disclosure may be forwarded by email or by way of a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.
- 7.4 Protected Disclosure should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

## **8. INVESTIGATION**

- 8.1 All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/Committee constituted for the same /an outside agency before referring the matter to the Board/Committee of the Company and if deems fit, may call for further information or particulars from the Subject and at its discretion.
- 8.2 The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure and is extendable by such period as deems fit.
- 8.3 Any member of the Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

## **9. DECISION**

If an investigation leads the Chairman of the Board / Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Board / Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conducts and disciplinary procedures.

## **10. REPORTING**

An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## **11. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years.

## **12. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever & the same shall be notified to the employees and directors. The Board shall review and discuss Whistle-Blower Policy from time to time and incorporate necessary amendments thereto.