



**STL NETWORKS LIMITED**

**WHISTLEBLOWER POLICY**

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1.0



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## 1. Background

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) requires all listed Companies to establish a mechanism called “Vigil Mechanism”/ “Whistle Blower Policy” enabling stakeholders, including individual employees, directors and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Section 177 of the Companies Act, 2013 (“**the Act**”) mandates all listed companies shall establish a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of employees who use such mechanism and for direct access to the chairperson of the Audit committee in appropriate or exceptional cases.

## 2. Purpose and Scope

This Vigil Mechanism/ Whistle Blower Policy (“**the Policy**”) and its procedures shall apply to and are available to all directors, employees of STL Networks Limited (“the Company”), its subsidiaries and all external stakeholders such as business partners, customers, suppliers, contractors, consultants etc.

The policy encourages all stakeholders including the Directors and employees of the Company, to promptly bring to the Company's attention, easily and free of any fear of retaliation, any actual, potential or suspected instances of illegal or unethical conduct, incidents of fraud, actions that undermine the financial integrity of the Company, instances of leak of unpublished price sensitive information ('UPSI') that could adversely impact the Company's operations, business performance and/or reputation, etc.

All such instances or concerns reported under this Policy will be promptly and appropriately investigated and all information disclosed during the course of investigation will remain confidential except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws to uphold the requisite standards of professional and ethical conduct.

This policy shall apply with effect from March 6, 2025.

## 3. Complaints and the Investigation Procedures

The following procedures have been adopted by the Board of Directors of the Company to govern the receipt and treatment of Complaints and to protect the confidentiality and anonymous reporting of the same.

### 3.1 Complaints

Directors and Employees have the opportunity to submit/ report ‘Complaints’ pertaining to the following areas such as:

a) fraud (an act of willful misrepresentation which would affect the interests of the



- concerned) against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the Securities and Exchange Board of India (the “SEBI”), the relevant stock exchanges, any other relevant authority or members of the investing public;
- b) violations of any rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters;
  - c) intentional error or fraud in the preparation, review or audit of any financial statements of the Company;
  - d) any violations to the Company’s ethical business practices as specified in the Company’s Code of Business Conduct and Ethics;
  - e) Manipulation of Company data/ records;
  - f) Wastage/ misappropriation of Company funds/ assets;
  - g) Leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information (as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015); and
  - h) any other event which would affect the interests of the business.

The Company will protect the confidentiality and anonymity of the complainant to the fullest extent possible with an objective to conduct an adequate review. External stakeholders have the opportunity to submit ‘Complaints’; however, the Company is not obligated to keep ‘Complaints’ from non-employees confidential or to maintain the anonymity of non-employees.

We encourage individuals sending ‘Complaints’/ raising any matter to identify themselves instead of sending anonymous ‘Complaints’ as it will assist in an effective complaint review process.

The Company will also provide for adequate safeguards against victimization of employees who avail this mechanism and will get an opportunity of being heard by the Chairman of the Audit Committee, if aggrieved of any action under this Policy.

### 3.2 Procedure

#### Receipt of Complaints

All the ‘Complaints’ under this policy should be reported to the Group Head - Management Assurance, who is independent of operating management and businesses. The various ways in which a complaint can be made are as under:

1	Web based Portal	<a href="http://www.vedanta.ethicspoint.com">www.vedanta.ethicspoint.com</a>
2	Toll Free number	000 800 100 1681
3	Email	<a href="mailto:snl.whistleblower@inveniatech.com">snl.whistleblower@inveniatech.com</a>

4	Mailing address	Group Head – Management Assurance, Vedanta, 75 Nehru Road, Vile Parle (E), Mumbai 400 099 Tel No. +91- 22 – 6646 1000, Fax No. +91- 22 – 6646 1450
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If a ‘Complaint’ is received by any other executive of the Company, the same should be forwarded to the Group Head – Management Assurance at the above address.

### **Treatment of Complaints**

1. Group Head - Management Assurance shall review the ‘Complaint’, and may investigate it himself or may assign it to another employee, any committee, outside counsel, advisor, expert or third party service provider to investigate, or assist in investigating the ‘Complaint’. Director - Management Assurance may direct that any individual assigned to investigate a ‘Complaint’ work at the direction of or in conjunction with Director - Management Assurance or any other attorney in the course of the investigation.
2. The person/persons against or in relation to whom the ‘Complaint’ is made shall co-operate with the investigator and shall have the right to provide their inputs during the investigation
3. At least once in every six months and whenever else as deemed necessary, Director - Management Assurance shall submit a report to the Audit Committee and any other member of Company management that the Audit Committee directs to receive such report, that summarizes each ‘Complaint’ made within the last 12 months and shows specifically: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a description of the substance of the ‘Complaint’, (c) the status of the investigation, (d) any conclusions reached by the investigator, and (e) findings and recommendations.

### **Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with ‘Complaints’ are considered confidential information and access will be restricted to members of the Audit Committee, Director – Management Assurance and any other person as permitted by the Director – Management Assurance. ‘Complaints’ and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

### **False Complaints**

Post review, if the ‘Complaint’ is found to have been made with a mala fide intention or in case of repeated frivolous complaints, stringent action will be taken against the complainant including reprimand. We encourage employees to report genuine ‘Complaints’ in good faith.



#### **Retention of Records**

All documents relating to such 'Complaint's made through the procedures outlined above shall be retained for at least five years from the date of the 'Complaint', after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

#### **4. Review and Amendment to the Policy**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever and the same will be posted on the Company website.

In the event of any inconsistency between the Policy and the applicable laws, the applicable laws will prevail.

Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Act, SEBI Listing Regulations and such other laws/ Rules as may be applicable to the Company including any amendment(s) thereto.

This Policy will be effective from March 6, 2025 and will be reviewed by the Audit Committee as and when deemed necessary.