

STEL HOLDINGS LIMITED

VIGIL MECHANISM (Whistle Blower Policy)

Objective

- To provide a framework through which the Directors and employees of the Company could report their genuine concerns and actual/ potential violations, fearlessly, in the process ensuring the highest possible standards of ethical, moral and legal business conduct, in line with the commitment of STEL Holdings Limited (STEL) to its stakeholders.
- To provide necessary safeguards for protection of complainants from reprisals or victimization, for bringing out the truth in good faith.

Scope: All Directors, officials and the employees of the Company.

The Role of the Complainant (Whistle Blower):

- The complainant's role is to report a serious concern (actual or suspected). The complainant shall **not** report any petty complaints. These concerns could have a large impact on STEL. Concerns / violations that can be reported are:
 - ✚ deliberate or intentional non-compliance of the applicable laws;
 - ✚ incorrect financial reporting or accounting irregularities;
 - ✚ Actions not in line with applicable company policy amounting to serious improper conduct;
 - ✚ improper and unlawful practices;
 - ✚ cases of fraud;
 - ✚ misappropriation of Company's funds;
- Bring to early attention of the company any improper practice, as above, the moment they become aware of. Although they are not required to provide any proof, they must have sufficient cause for concern.
- Provide full co-operation to the Investigation team and maintain full confidentiality.

Safeguards

- Any harassment or victimisation of the complainant will not be tolerated by the Management.
- If any employee who victimises or harasses a complainant, such actions could constitute sufficient grounds for dismissal of such an employee.
- Every effort will be made to protect the complainant(s) identity and would be kept confidential to the extent possible, subject to legal constraints.

How to raise a concern

- Complaints shall be in writing or sent through e-mail, containing the name of the complainant, as any follow-up questions and investigation may not be possible unless the source of the information is identified. Complainants should not make any malicious allegations on any person, which may result in appropriate disciplinary action being taken against them.
- Concerns expressed anonymously **will not be** usually investigated. However, subject to the seriousness of the issue being raised, the Authorised person can initiate an investigation independently.
- The complaints can be directly reported / lodged with the Designated Person. Alternatively, complaints can also be sent to the Chairman of the Audit Committee of STEL Holdings Limited.
- The Designated Person has been authorised by the Audit Committee of the Company to receive all complaints under this policy and ensure appropriate action.

Designated Person and Other Committee Members:

Name & Designation : Mr. Abraham Ittyipe, Manager
Contact Details : STEL Holdings Limited,
24/1624, Bristow Road, W/Island, Cochin - 682003.
Phone : Direct: 0484-6624351 Mobile: 944777510
Email.ID : secretarial@stelholdings.com

The Other committee members are:

1. Mr. Sunil Bhandari, Director.
2. Mr. Sivarama Krishnan, CFO.

Responsibility of the Designated Person and Committee

- Ensure that the policy is being implemented. Ensure that necessary safeguards are provided to the complainant and maintain strict confidentiality.
- To record all the complaints received.
- If initial enquiries indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented. Subject to legal constraints, the complainant will receive information about the outcome of any investigations.

- The investigation, if found required, would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt.
- If the complaint is against the Designated Person or any of the Committee members, bring this to the notice of the Audit committee.
- Based on a thorough examination of the findings, where an improper practice is proved, suggest suitable disciplinary action, including dismissal, if warranted, and also recommend preventive measures in suitable cases for non-occurrence in the future. All discussions / deliberations would be minuted and the final report prepared.
- Report shall be made out at regular intervals and forwarded to the Audit Committee for information and noting.
- In exceptional cases as may be decided by the Committee after considering the facts of the particular case, provide a direct access to the Whistle Blower / Complainant to meet the Chairman of the Audit Committee.

Role of Audit Committee

- Oversee the functioning of the Committee constituted.
- Review the reports forwarded by the committee.
- Choose to initiate further investigation, if need arises.
- In case of conflict of interest between the Audit Committee Members, the remaining members of the Audit Committee shall deal with the matter.
- Engage an independent external agency to conduct investigation, if it deems fit.

Changes to Policy

The Audit Committee may, if necessitated, change/ modify the policy at any time.

Mumbai
November 12 2014

Chairman – Board of Directors
STEL Holdings Limited