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**STARLOG ENTERPRISES LIMITED**  
**WHISTLE BLOWER POLICY /**  
**VIGIL MECHANISM POLICY**

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VIGIL MECHANISM POLICY**

**1. Introduction:**

The policy is formulated to provide an opportunity to employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. It is to provide necessary safeguards for protection of employees from reprisals or victimization.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Companies Act, 2013 prescribes that all listed companies should have a whistle blower policy/Vigil mechanism to enable employees (including Directors) to report genuine concerns and instances of leak of unpublished price sensitive information.

**2. Applicability:**

Pursuant to Section 177(9) of the Companies Act, 2013, every listed company has established a mechanism called "Vigil mechanism" for aforesaid purpose. It is effective from 08.09.2022.

**3. Scope:**

It covers all the Permanent employees and Director of the Starlog Enterprises Limited ('the Company').

**4. Definition:**

- The Company means "STARLOG ENTERPRISES LIMITED."
- Employees mean all permanent employees of the Company.
- Directors means define as per Section 2(36) of the Companies Act, 2013.
- Audit Committee shall mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of Companies Act, 2013 read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges.
- Policy or This Policy means, "Vigil Mechanism Policy."

## 5. Interpretation:

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time.

## 6. Guidelines:

### **Protection under Policy**

The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and report their genuine concerns or grievances.

### **Disclosure & Maintenance of Confidentiality**

Employees and directors shall report to through e-mail addressed to [cs@starlog.in](mailto:cs@starlog.in) Confidentiality shall be maintained to the greatest extent possible.

### **Frivolous complaints**

In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.

## 7. Procedure:

- Any employee or director shall submit a report of the genuine concerns or grievances to the Audit Committee.
- An audit committee shall oversee through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.
- In exceptional case, the vigil mechanism shall provide direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee.
- Audit Committee shall appropriately investigate all grievances received. In this regard, Audit Committee to investigate into the matter and prescribe the scope and time limit therefore.

- Audit Committee shall have right to outline detailed procedure for an investigation.
- The Audit Committee or chairman or the director nominated to play the role of Audit Committee, as the case may be, shall have right to call for any information/ document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.
- The decision or direction of Audit Committee shall be final and binding.

**8. Notification:**

The Compliance Officer shall be responsible for intimating to all Directors and Departmentalheads of any changes in policy.

**9. Annual Affirmation**

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action.

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