



**August 01, 2025**

**To,**  
**BSE Limited**  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 520155**

**Subject: Intimation under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations')**

Dear Sir/Madam,

Pursuant to Regulation 8(2) of the SEBI PIT Regulations, please find attached herewith the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” as amended and adopted by the Board of Directors at their meeting held today i.e., Friday, August 01, 2025.

We request to you to kindly take the above information on record.

Thanking You,

Yours faithfully,

**For Starlog Enterprises Limited**

**Edwina Dsouza**  
**Whole-time Director**  
**DIN: 09532802**  
**Place: Mumbai**

**Encl: As above**

**STARLOG ENTERPRISES LIMITED**

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# **CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

## **STARLOG ENTERPRISES LIMITED**

Registered Office: 501, Sukh Sagar, N. S. Patkar Marg, Mumbai-400007,  
Maharashtra – 400007, India

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

### **1. INTRODUCTION**

In accordance with Regulation 8 read with Schedule A of the Securities and Exchange Board of India (“SEBI”) (Prohibition of Insider Trading) Regulations 2015 (“PIT Regulations”), as amended, the Company has formulated and adopted the following ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’.

### **2. OBJECTIVE**

The objective of the Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s Securities, including the UPSI, and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

### **3. DEFINITIONS**

- (i) “Act” shall mean the Companies Act, 2013 and rules made thereunder, as amended.
- (ii) “Board” shall mean the board of directors of the Company.
- (iii) “Code” means this code of practices and procedures for fair disclosure of UPSI.
- (iv) “Chief Investors Relations Officer” means a senior officer as may be designated from time to time.
- (v) “Company” shall mean Starlog Enterprises Limited.
- (vi) “Compliance Officer” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of UPSI, monitoring of trades and the implementation of the codes specified under the PIT Regulations under the overall supervision of the Board.  
“”
- (vii) “Stock Exchange” shall mean a recognised stock exchange on which the securities of the Company are listed.
- (viii) “Unpublished Price Sensitive Information”/ “UPSI” shall have the meaning assigned to it under the PIT Regulations.

All terms used but not defined herein shall have the meaning ascribed to such term under the PIT Regulations and the Code of Conduct for regulating, monitoring and reporting of trading by Insiders (the “Insider Code”). In case of any discrepancy between the PIT Regulations and the terms defined herein, the meaning as ascribed under the PIT Regulations, shall prevail.

### **4. CHIEF INVESTOR RELATIONS OFFICER**

- 4.1. For the purposes of this Code, the Company Secretary and Compliance Officer of the Company shall act as the Chief Investor Relations Officer (“CIRO”)

4.2. The CIRO would be responsible for:

- (a) ensuring uniform and universal dissemination of information and disclosure of UPSI at an appropriate time, so as to avoid selective disclosure;
- (b) ensuring compliance with the Code and intimating instances of violations of the Code to the Managing Director/Audit Committee;
- (c) overseeing and monitoring sharing of information of the Company (including UPSI) by employees and educating employees on disclosure policies and procedures;
- (d) reviewing the disclosure process and controls and ensuring that same are operating effectively for compliance with the Code and the PIT Regulations; and
- (e) in discussion with the Board/ senior management, making an assessment of (i) materiality of information; (ii) updates, if any, required to be provided in respect of past disclosures; and (iii) the timing and adequacy of the proposed disclosures.

4.3. The CIRO shall strictly observe the timelines stipulated in terms of the SEBI regulatory framework with respect to prior intimations / notices / notifications and disclosures to ensure prompt disclosure of any UPSI that gets disclosed selectively / inadvertently.

## **5. PURPOSE AND SCOPE**

### **5.1 Prompt public disclosure of UPSI**

The Company shall make prompt public disclosure of UPSI that would impact price discovery to the Stock Exchanges no sooner than credible and concrete information comes into being in order to make such information generally available to the public. Timelines stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, with respect to prior intimations / notices / notifications and disclosures shall be strictly observed by the CIRO to ensure prompt public disclosure of UPSI.

### **5.2 Uniform and Universal dissemination of UPSI to avoid selective disclosure**

The UPSI shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on official website of the Company i.e. [www.starlog.in](http://www.starlog.in). The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, it should be brought to the notice of the CIRO and such information shall be made generally available through dissemination of the same to Stock Exchanges and/ or by posting the same on the official website of the Company as soon as practicable.

### **5.3 Procedures for responding to any queries on news reports and/ or requests for verification of market rumors by regulatory authorities**

- (a) Appropriate, fair and prompt response shall be submitted to queries and/ or requests for verification of market rumors received from regulatory authorities or otherwise, in line with the applicable regulatory framework.
- (b) Such replies shall be signed by the CIRO or in absence of CIRO, by the Managing Director or any other person as identified by the CIRO for the time being.

- (c) In case the query/request has been received from any Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where equity shares of the Company are listed, if any, by the Compliance Officer.
- (d) The CIRO shall oversee all public disclosures by the Company. He/ she shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors (other than in cases where clarification has been sought by the regulators or is otherwise necessary in terms of the regulatory framework) and then making the appropriate disclosures in this regard.

#### **5.4 Procedures for Disclosure/ dissemination of Information with reference to analysts, Institutional Investors and research personnel**

- (a) The Company will ensure that information shared with any personnel, as part of any engagement/ interaction with them, does not contain any UPSI. If any UPSI is shared with them, the same should be simultaneously made public by way of disclosure to the Stock Exchanges as well as on the website of the Company.
- (b) The Company will also ensure that it has appropriate systems in place, and follows industry best practices so as to record the transcripts of conference call(s) and meetings held between the management of the Company and other personnels and disclose it to the Stock Exchanges and host it on the website of the Company, in line with the applicable regulatory framework.
- (c) [Extra caution shall be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Any unanticipated questions may be noted, and a considered response be given later in consultation with the CIRO. If the answer includes UPSI, a public announcement should be made before responding.]
- (d) The Company shall develop best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

#### **5.5 Handling of UPSI on a need-to-know basis**

- (a) UPSI shall be made available to relevant persons / entities strictly on a need-to-know basis, and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Insider Code.
- (b) No UPSI shall be communicated by Employees, directors and Insiders of the Company to any person except in furtherance of his / her legitimate purposes, performance of duties or discharge of his / her legal obligations or as otherwise permitted under law.
- (c) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performances of his / her duties or discharge of his / her legal obligations.
- (d) The Company will, on an on-going basis, sensitive and educate its Employees, Designated Persons, management on dealing with information, including UPSI, strictly on a need-to-know basis.
- (e) For sharing of UPSI within the Company or with external parties for genuine business purpose, appropriate wall-crossing procedure as stipulated in the Insider Code/ this Code

shall be followed. Further, all compliances in terms of the PIT Regulations will be duly observed

## **5.6 Communication and procurement of UPSI**

The determination of 'legitimate purposes' in relation to communication or procurement of UPSI under regulation 3 of the PIT Regulations, shall be made by the Board or the Authorised Personnel in accordance with Clause 5 of this Code.

## **6. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE**

- 6.1. The PIT Regulations recognise that UPSI may be required to be shared or communicated for certain genuine purposes, i.e., legitimate purposes, performance of duties or discharge of legal obligations. The PIT Regulations clarify that 'legitimate purpose' includes sharing of UPSI in the ordinary course of business by an Insider with partners, the promoters of the Company, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- 6.2. The scope of 'legitimate purpose' under the PIT Regulations is an inclusive one and accordingly, the determination of 'legitimate purpose' would be a subjective assessment and would have to be evaluated on a case by case basis. As such, it would not be possible to prescribe an exhaustive list of circumstances that would be considered 'legitimate' at all times, for the purposes of sharing of UPSI.
- 6.3. Thus, having regard to the fiduciary obligations cast on the Board, and with a view to ensuring that any sharing of UPSI takes place in a responsible manner, in line with the spirit of the PIT Regulations, the Board has set out the below policy to provide the guiding principles and the approach to be followed while considering if UPSI is to be shared in a given set of circumstances.

### **(a) Evaluating the purpose for which UPSI is proposed to be shared:**

- (i) For this purpose, it will be critical to assess the circumstances requiring the sharing of UPSI, and whether the sharing of UPSI satisfies the below requirements:
  - sharing of UPSI is in the best interest of the Company and is without any intention of making a profit/ avoiding a loss/ misusing the information in an illegal manner; and
  - sharing of UPSI is in furtherance of a genuine corporate/ business purpose, or, for enabling the Company to discharge its legal obligations, including compliance with law, regulatory directions, judicial orders, etc.
- (ii) Provided that any such sharing of UPSI should not be carried out to evade or circumvent the prohibition provided under the PIT Regulations.
- (iii) Further, while deciding if sharing of UPSI is in furtherance of legitimate purpose, due regard shall be given to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time.
- (iv) In case UPSI is proposed to be shared for several purposes, each such purpose should be evaluated on its merits, in line with the above principles.

(b) **Analyzing the nature of the UPSI proposed to be shared in the context of a legitimate purpose:**

The nature and extent of UPSI proposed to be shared, and whether the same is commensurate with the objective sought to be achieved, should also be subject to critical review. It is emphasized that UPSI should, at all times, be shared on a need-to-know basis, and only to the extent required.

(c) **Identifying the persons with whom UPSI is proposed to be shared:**

In line with regulatory obligation, the Company should obtain the necessary details in respect of the persons (legal or natural) with whom UPSI is proposed to be shared, including, name, address, email, Permanent Account Number (“PAN”), or any other identifier authorised by law, where PAN is not available; and such other documents as may be deemed fit. These details shall be maintained digitally by the Company in a database that has time stamps and appropriate controls for maintaining audit trails.

(d) **Issue of Notice to the recipient of UPSI**

Prior to sharing of UPSI, the proposed recipient of UPSI shall be apprised of the following critical aspects, by way confidentiality agreement or non -disclosure agreements/ notices that:

- (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
- (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the PIT Regulations,
- (iii) the recipient must maintain confidentiality of the UPSI at all times,
- (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed;
- (v) the recipient will provide a written undertaking that he/she/it shall not undertake trades in the Securities of the Company while in possession of / having access to the UPSI;
- (vi) the recipient must extend all cooperation to the Company in this regard, including for the purpose of maintenance of the structured digital database; and
- (vii) the recipient must also adopt a code of conduct in terms of Regulation 9 of the PIT Regulations, to inter alia ensure that it safeguards the UPSI in line with the PIT Regulations.

(e) **Structured Digital Database**

The Company will maintain a structured digital database in due compliance with the regulatory mandate.

(f) **Illustrative list of instances considered as legitimate purpose**

(i) In following cases which are illustrative in nature, sharing of UPSI would be considered as for Legitimate Purpose:

- For investigation, inquiry or request for information by statutory or governmental authorities.
- Authorities or any other administrative body recognized by law; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, SEBI, stock exchanges, etc.
- Under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- As part of compliance with applicable laws, regulations, rules and requirements Example: company law, securities law, income tax law etc.
- Assessing strategic alliances and opportunities, including through merger, amalgamation or restructuring of the Company.
- where information is required to be shared for *bona fide* business/ commercial/ operational/ management/ strategic advisory purposes pertaining to the Company, such as, when information is required to be shared with the promoters of the Company to leverage on their experience and expertise for strategic advice in improving the Company's business, in order to create and maximise value for the shareholders of the Company.

(ii) It is clarified that information may be shared by the Company, from time to time, in the ordinary course of its business activities with persons/ entities including its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, etc. in line with the aforementioned principles.

## **7. CHINESE-WALLS**

Personnel working in concerned departments of the Company which are handling UPSI, should not share such UPSI with personnel of other departments of the Company or with outsiders except on a need-to-know basis. No UPSI shall be communicated by such personnel to any person except in furtherance of his/her legitimate purposes, performance of duties or discharge of his/her legal obligations. For sharing of UPSI with personnel of other departments of the Company or with outsiders, appropriate wall-crossing procedure as prescribed under the Insider Code shall be followed.

## **8. POLICY REVIEW AND AMENDMENTS**

8.1 The Board reserves the power to review and amend this Code. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.



- 8.2 This Code shall be published on official website of the Company. Further, this Code and every subsequent amendment made to the same shall be promptly intimated to the Stock Exchanges.

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Updated on: August 01, 2025