

**STARLOG ENTERPRISES LIMITED**

**POLICY FOR DETERMINATION OF  
MATERIALITY OF EVENTS OR INFORMATION  
FOR DISCLOSURE**



## **Policy for Determination of Materiality of Events/ Information**

### **I. OBJECTIVE AND SCOPE:**

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), requires Starlog Enterprises Limited (“**the Company**”) to frame a policy for determination of materiality of events or information and disclosure of events or information to the stock exchange(s), based on the criteria specified in the SEBI Listing Regulations. The contents of the disclosure shall be as per guidance issued by the Securities and Exchange Board of India (“**SEBI**”) under Section V-A of Chapter V of the master circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**Master Circular**”) read with Industry Standards Note on Regulation 30 of the LODR Regulations (“**Industry Standards Note**”) or such amendments as may be issued from time to time.

The Company has formulated the policy for determination of materiality for disclosure of events or information to the stock exchange(s) (“**Policy**”) for:

1. Determination of materiality of certain events/information for appropriate disclosures as required thereunder;
2. Specifying timelines for disclosure of material events/information to the stock exchange(s);
3. Specifying roles and responsibilities of various functions/persons in relation to materiality assessment and dissemination of material events/information.
4. Ensuring uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures; and
5. Assisting the Key Managerial Personnel of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

This Policy shall be read along with the Company’s policy on Code of Practices and Procedures for Fair Disclosure framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended, re-enacted, substituted or replaced from time to time.

The Policy, by no means dilutes any requirement specified under the provisions of the SEBI Listing Regulations. In case of any ambiguity, the SEBI Listing Regulations shall override the contents of the Policy.

### **II. DEFINITIONS:**

Unless the context requires otherwise, the following words and expressions used in this Policy shall have the meaning as defined herein:

1. “**Authorized Key Managerial Personnel**” or “**Authorized KMP**” shall mean one or more Key Managerial Personnel of the Company (*as defined hereunder*) as authorized by the Board of Directors of the Company in terms of paragraph VI of this Policy.

2. **“Expected Impact in Terms of Value”** shall mean the monetary impact of an event/information, directly relatable to, or occasioned solely by, such event/information, on the basis of the full expected potential of the event/information, whether on turnover, net worth or profit/loss of the Company, as ascertained or expected at the time of occurrence of the event/information.
3. **“Key Managerial Personnel”** or **“KMP”** pursuant to section 2(51) of the Companies Act shall include the following persons:
  - a) Chief Executive Officer or the Managing Director or the Manager;
  - b) Company Secretary;
  - c) Whole-time Directors;
  - d) Chief Financial Officer;
  - e) such other officers not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - f) such other officer as may be prescribed by the applicable laws.
4. **“Market Rumour(s)”/ “Rumour”** shall mean any information, not based on official Stakeholder Communication (as defined below) issued by, or on the authority of, the Company, in connection with an event or development pertaining to the Company, whether emanating from within the Company or not, which, had it been verified as true or ripe for disclosure, would constitute a Material Event or Information (as defined below) or is likely to have caused a market reaction, but in each case shall exclude each of the following: i. Any matter, news or comments on matters of general relevance, whether pertaining to the business, products, services or sectors in which the Company has its interests, or not, not directly related to any event or development pertaining to the Company; ii. iii. iv. A person’s interpretation or analysis of, or views on official Stakeholder Communication (as defined below); Any comparison or analysis of the Company with that of any of its peers, other companies or entities; A pure conjecture, speculation of imprecise or incoherent nature, or a generic statement which any reasonable person would not have connected to a specific Material Event or Information (as defined below). For example: “something is happening in the Company” or “some big news is coming.”
5. **“Material Event or Information”** shall mean such event/information as listed under Part A or Part B of Schedule III to the SEBI Listing Regulations read with Industry Standards Note.
6. **“Mainstream media”** shall include print or electronic mode of the following:
  - i. Newspapers registered with the Registrar of Newspapers for India;
  - ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
  - iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
  - iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India
7. **“Relevant Employees”** shall include such employee(s), personnel(s), head(s) of various departments, divisions or functions, KMP(s), Senior Management Personnel (SMPs) of the Company and its subsidiaries, as identified from time to time based on the criteria laid out by the KMPs.

8. **“Stakeholder Communication”** means any communication issued by, or on the authority of, the Company, including any information filed by the Company with the stock exchange(s), or any information disseminated by the Company as a part of its quarterly, semi-annual or annual financial statements, or any other communication addressed to the public at large.

The terms and expressions used in this Policy but not defined above shall have the same meaning as assigned to those terms under the SEBI Listing Regulations, the Companies Act, 2013, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations (**“Applicable Laws”**), as the case may be.

### **III. CRITERIA FOR DETERMINING MATERIALITY:**

1. The Company shall consider the following criteria and principles when determining the materiality of events/information mentioned in Regulation 30(4) of the SEBI Listing Regulations read with Industry Standards Note:

#### **Qualitative Criteria:**

- a. Whether the omission to report the particular event or information is likely to result in discontinuity or alteration of the event or information already publicly available; and
- b. Whether the omission to report an event or information is likely to result in a significant market reaction if the said omission came to light at a later date.

#### **Quantitative Criteria:**

- c. Whether the value or the Expected Impact in Terms of Value exceeds the lower of the following:
  - i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
  - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
  - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.  
*[Note: in terms of SEBI Master Circular, the average of absolute value of profit or loss is required to be considered by disregarding the ‘sign’ (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for ‘materiality’ of the event and not for any commercial consideration].*

For the removal of doubts, this policy does not dilute any requirement of the Listing Regulations.

2. Where the last financial statements are not audited at the time of determining materiality of an event/information, the latest audited financial statements may be considered for the said purpose.

3. As per the SEBI Listing Regulations, in case of events/information to which the above criteria are not applicable, such events/information may be considered material if the Key Managerial Person authorised by the Board of Directors, in their collective opinion, consider the event/information material, warranting disclosure.
4. Further, the Authorized KMP will determine on the materiality of events/information and their disclosure to, among others, the stock exchange(s) based on the facts and circumstances relating to such event/information and consider any other qualitative or quantitative criteria to the extent required or deemed appropriate, and while analysing the indicative events/information, also shall also consider the nature of the Company's business and the fact that certain events/information may be part of the Company's ordinary or regular course of business.

#### **IV. MATERIAL EVENT OR INFORMATION:**

1. Deemed material event or Information: Events listed in Para A of Part A of Schedule III of the SEBI Listing Regulations read with Industry Standards Note shall be mandatorily disclosed by the Company to the stock exchange(s) without applying any test of materiality.
2. Determined material events or information: Events listed in Para B of Part A of Schedule III of the SEBI Listing Regulations read with Industry Standards Note shall be disclosed by the Company to the stock exchange(s) subject to application of the criteria as specified in paragraph III above.
3. Other material events or information: Events/information not covered by Sub-Para 1 or 2 above, but constituting any major development that is likely to affect the Company's business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, and any other information that is exclusively known to the Company, and knowledge of which may be necessary to enable the holders of securities of the Company to appraise their position and to avoid the establishment of a false market in such securities, shall be disclosed if disclosure of such events/information is expected to trigger a market reaction.
4. Any material development in the event/information already disclosed to the stock exchange(s), as determined by the Authorized KMP, shall be disclosed on a regular basis, until such time the event is resolved/ closed, with relevant explanations. For this purpose, material developments shall include, but are not limited to, a material change in the stage, status of approval, discontinuation, material modification in terms of Expected Impact in Terms of Value.
5. Events/information that relate to the Company's material subsidiaries, as determined based on their impact on consolidated results, and which is likely to result in a market reaction for the Company, shall also be disclosed to the stock exchange(s).
6. As the Company has also listed its non-convertible securities, the Company will be required to make disclosure of events specified in Part B of Schedule III, which either (i) have bearing on the performance or operation of the Company, (ii) are price-sensitive or (iii) may affect the payment of interest or redemption amount of non-convertible securities listed on the stock exchange(s), in accordance with Regulation 51(2).

**V. DISCLOSURES:**

1. The disclosures of events/information listed in Para IV shall be made within such timelines as specified in the SEBI Listing Regulations, read with the Master Circular / Industry Standards Note / applicable circulars issued by SEBI from time to time.
2. The Company shall disclose other events/information meeting the materiality criteria/threshold as per this Policy as soon as reasonably possible, when the credible and concrete information of the occurrence comes to the Company or as required under the applicable provisions of the SEBI Listing Regulations or Industry Standards Note or applicable laws and in any case not later than the following:
  - a. thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;
  - b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company; and
  - c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
3. The Company may make disclosure of events/information as may be specified by the Board of Directors from time to time. In any case, the Company shall adhere to the intent and principles of Regulation 4 of the SEBI Listing Regulations read with Industry Standards Note / the SEBI Circulars issued from time to time so as to ensure fair and proper disclosure of details relating to the concerned event/information.
4. The disclosure shall be made to the stock exchange(s) in such manner as specified by the stock exchange(s) from time to time and shall contain, at a minimum, such information as is specified under the Industry Standards Note / circulars issued by SEBI from time to time. All such material events/information as disseminated on the stock exchange(s) shall be displayed on the Company's website for a period of 5 years, and thereafter as per the archival policy of the Company.
5. In case of information not emanating from within the Company, the timeline as specified above shall apply from the time the Key Managerial Person become aware or may be reasonably expected to become aware about such event or information.

Pursuant to the SEBI Listing Regulations, listed entities shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of this regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information.

Provided further that if the listed entity confirms the reported event or information, it shall also provide the current stage of such event or information.

**VI. AUTHORITY TO DETERMINE MATERIALITY:**

1. The Managing Director & CEO; the Chief Financial Officer; the Whole-time Director or the Company Secretary, each being Key Managerial Personnel of the Company, from time to time, are severally authorized by this Policy to determine whether an event/ information is material as per this Policy and the SEBI Listing Regulations and whether and when to make disclosure of the same as per the SEBI Listing Regulations.

2. The contact details of the Key Managerial Personnel shall be disclosed to the stock exchange(s) and displayed on the website of the Company.

**VII. CRITERIA FOR DETERMINING MATERIAL BUSINESS OPERATIONS:**

Any foreign country that contributes five percent or more to the Company's turnover, based on the last audited consolidated financial statements, will be considered as having material business operations.

**VIII. MINIMUM STANDARDS OF CONFIDENTIALITY:**

When making disclosures, subject to applicable laws and to the extent practicable, it shall be ensured that confidentiality in certain matters is maintained in order to foster a culture of good decision making.

**IX. LAWS TO TAKE PRECEDENCE AND AMENDMENT:**

In case any of the provisions of this Policy are inconsistent with the Applicable Laws, then the provisions of such Applicable Laws shall prevail over this Policy to that extent and this Policy shall be deemed to have been amended so as to be read in conformity with such Applicable Laws. To the extent this Policy complies with the Applicable Laws, if any change to applicable laws or interpretation thereof necessitates any change to this Policy, then this Policy shall be read so as to accommodate these changes. The Key Managerial Personnel will review the Policy to give effect to the above, as and when the need arises, until such time as the Board of Director makes the necessary changes to the Policy as mentioned below. The Board of Director of the Company shall amend this Policy as and when necessitated or as deemed fit, provided that such amendment is consistent with the provisions of the applicable laws. This Policy shall be reviewed on an annual basis.

**X. DISSEMINATION OF POLICY:**

This Policy is available on the website of the Company at [www.starlog.in](http://www.starlog.in)