



**STAR CEMENT LIMITED**

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,  
MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS**

## 1. Definitions:

1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.

1.2 “**Board**” means the Securities and Exchange Board of India

1.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of Star Cement Limited as amended from time to time.

1.4 “**Company**” means Star Cement Limited.

1.5 “**Compliance Officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

1.6 “**Connected Person**” means:

(i) any person who is or has during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent with the Company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

- a) a relative of connected persons specified in clause (i); or
- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a banker of the Company; or
- j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest. or
- k) firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);]

*Note: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.*

1.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **Designated Person(s)** shall include :

- (i) all Directors of the Company
- (ii) promoters of the Company and the person falling under Promoter Group
- (iii) Chief Executive Officer of the Company and employees upto two level below the Chief Executive Officer irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information
- (iv) employees of Material Subsidiary if any, on the basis of their functional role or ability to have access to unpublished price sensitive information.
- (v) employees, on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information; and
- (vi) every employee in the finance, accounts, information & technology, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (vii) any other employee as may be determined and informed by the Compliance Officer from time to time.

1.9 **"Director"** means a member of the Board of Directors of the Company.

1.10 **"Free Period"** means any Period other than the Prohibited Period.

1.11 **"Generally available Information"** means information that is accessible to the public on a non- discriminatory basis and shall not include unverified event or information reported in print or electronic media.

1.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

1.13 **"Insider Trading"** means —

- (i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or
- (ii) an act of counseling about procuring or communicating directly or indirectly any non public price-sensitive information to any person;

1.14 **"insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;
- iii) relative of connected person

*[NOTE: Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances."]*

1.15 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

1.16 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

1.17 **"Promoter Group"** shall have the same meaning assigned to under SEBI (ICDR Requirements), 2018 or any modification thereof.

1.18 **"Prohibited Period"** means;

1. Period as defined in clause 6.1 of this code
2. Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director

1.19 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

1.20 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.21 **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

1.22 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

1.23 "Trading Window" means underlying meaning as per this code.

1.24 "**Unpublished Price Sensitive Information**" means: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: (revised definition is effective from 30<sup>th</sup> June, 2025)

- i) dividends;
- ii) change in capital structure;
- iii) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of orders/contracts not in the normal course of business and such other transactions;
- iv) financial results;
- v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi) Change in rating(s), other than ESG rating(s)
- vii) fund raising proposed to be undertaken;
- viii) agreements, by whatever name called, which may impact the management or control of the company;
- ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

1.25 "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

1.26 "**Relative**" shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

*NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.]*

***Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.***

## **2. Role of Compliance Officer**

2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.2 He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons.

He may in consultation with the Chairman & Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.

2.3 He shall maintain a record of Prohibited Period specified from time to time.

2.4 He shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated Persons for a minimum period of three years. The declarations may be taken and preserved in either physical form or electronic form.

2.5 He shall place before the Chairman / Managing Director, at regular intervals, all the details of the dealing in the securities by Directors and Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.

2.6 He shall assist all the Designated Persons/directors in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Company's code of conduct.

2.7 He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director.

2.8 He shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

2.9 If the Company / Compliance Officer observe that there has been a violation of the Regulations, SEBI must be informed by the Compliance Officer.

### **3. Chinese wall for Preservation of "Unpublished Price Sensitive Information"**

Directors and Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons/directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard

#### **3.1 Need to Know**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information for legitimate purposes, performance of duties or discharge of his legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

#### **3.2 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use.

### **4. Prohibition on dealing, procuring, communicating or counseling on matters relating to Insider Trading:**

No insider shall communicate, procure, provide, or allow access to any unpublished price sensitive information, relating to the company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

## 5. Trading Plan

Designated persons and their immediate relatives shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

### 5.1 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;
- (iii) set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- (iv) not entail trading in securities for market abuse.

5.2 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

5.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

Provided further that the insider shall execute the trade only if the execution price of the security is within the limit as set by the insider at the time of implementation of the trading plan. The trade shall not be executed if the price of the security is outside the price limit set by the insider.

5.4 (i) In case of non-implementation (full/partial) of trading plan due to any of the reason stated above the insider shall intimate the non-implementation (full/partial) of the trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons and supporting documents if any.

(ii) The Compliance officer upon receipt of the information from the insider shall place



such information along with his recommendation to accept or reject the submission of the insider before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the Compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submission made by the insider, the action as mentioned on the code will be taken against the insider.

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **6. Trading Window and Window Closure**

6.1 (i) The period prior to declaration of unpublished price sensitive information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Directors and Designated Persons will, during that period, often possess unpublished price sensitive information.

(ii) The Designated Persons and their immediate relatives of the Company shall not trade in the company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company.

(iii) Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the unpublished price sensitive information mentioned in point 1.22 above.

(iv) With respect to financial results, the Trading Window shall be closed from the end of every quarter. The Company shall provide the aforesaid details at least 2 trading days prior to the commencement of trading window closure date (T+2 days).

The trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

(ii) The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman /Managing Director.

(iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.

(iv) All Designated Persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed or during any other period as may be specified by the

Company from time to time.

- (v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- a. The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- b. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- c. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- d. The trading window restrictions shall not apply in respect of:
- i. transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
  - ii. transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

## 7. Pre-clearance of trades

1.1 All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs.10.00 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed **Form (Annexure 1)** to the Compliance officer indicating the estimated number of securities that the Designated Persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

(ii) An undertaking shall be executed in favour of the Company by such Designated Persons incorporating, inter alia, the following clauses, as may be applicable:

- (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case the Designated Persons has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.

The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement.

The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent. If so requested by the Compliance Officer, Designated Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

- (iv) All Designated Persons and their immediate relative shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
- (v) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

## **8. Trading by Portfolio Managers**

**This Code is applicable to the Portfolio Managers appointed by the Designated Persons. Hence such Designated Persons must take precautions while trading in securities of the Company and inform the Portfolio Managers about the Code and specifically about Trading Window closure period, pre clearance of trade, prohibition of contra trading within 6 months following prior transactions and disclosure norms**

## **9. Minimum Period for holding of Securities**

- i. All Directors /Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Directors /Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

- ii. The Compliance Officer is empowered to grant relaxation from strict application of such

restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

iii. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

iv. In the case of subscription under ESOP Scheme(s) of the Company, the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted. However, in case the sale of securities is necessitated by personal emergency, the holding period may be waived by Compliance Officer after recording in writing reasons in this regard. The application for this approval should be made to the Compliance Officer in Annexure 1.

The aforesaid restrictions on entering into opposite transaction shall not apply to acquisition of securities in the primary market or pursuant to exercise of options vested under any ESOP Scheme(s) of the Company.

## **10. Other Restrictions**

- a) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- c) The disclosures made under this Code shall be maintained for a period of five years.

## **11. Disclosure of personal information**

1.2 All Designated Persons shall be required to disclose the names and Permanent Account Number or any other Identifier of the following persons on an Annual Basis:

- (a) Immediate Relatives
- (b) Persons with whom the Designated Person shares a material financial relationship
- (c) Phone Mobile/Cell numbers of such persons.

11.2. All Designated Person shall within 30 days of the adoption of this code disclose the names of the educational institution from which they have graduated and names of their past employers.

11.3. For the purpose of this clause, —Material financial relationship shall mean a relationship in which one person is recipient of any kind of payment such as by way of loan or gift during immediately preceding twelve months, equivalent to atleast 25% of Designated Person's annual income. However, relationships based on arm's length transactions shall not be considered.

## **12. Reporting Requirements for transactions in securities Initial Disclosure**

12.1. Every promoter/ member of promoter group/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form (Annexure 3)**.

12.2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form (Annexure 3).

### **13. Continual Disclosure**

13.1 Every promoter or member of promoter group employee, Key managerial personnel, designated persons and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

- A) the receipt of intimation of allotment of shares, or
- B) the acquisition or sale of shares or voting rights, as the case may be.

### **14. Disclosure by the Company to the Stock Exchange(s)**

- 14.1. Within 2 days of the receipt of intimation under Clause 10.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 14.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

### **15. DISSEMINATION OF PRICE SENSITIVE INFORMATION**

- 15.1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 15.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.
- 15.3. The following guidelines shall be followed while dealing with analysts and institutional investors:-
- 15.4. Only public information to be provided.
- 15.5. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 15.6. Simultaneous release of information after every such meet.

### **16. Penalty for breach of code of conduct**

- a) The Designated Persons who violate the code of conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension etc. and shall be ineligible for future participation in Employees Stock Option Plan (ESOP).
- b) The persons required to formulate a code of conduct under sub-regulation (1) and sub regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly

c) The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider trading.

d) If any person enters into Insider Trading, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.

**17. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI must be informed by the Company.

**18. Review & ammendment**

In case of any subsequent changes in the provisions of Listing Regulations or any other applicable law which make the provisions in the Policy inconsistent with the Listing Regulations or any other applicable law, the provisions of the Listing Regulations and such law shall prevail over the Policy and the provisions in the Policy shall be modified in due course to make it consistent with the law.

**THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH DESIGNATED PERSON TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.**

**Effective date**

The Policy is approved and adopted by the Board of Directors of the Company on May, 21 2025 and is effective from same date.

**SPECIMEN APPLICATION FOR PRE-CLEARANCE APPROVAL OF SHARES**

Date:

To,  
**The Compliance Officer,**  
**Star Cement Limited,**  
**Century House, P-15/1 Taratala Road, CPT Colony, Kolkata- 700088**

Dear Sir/Madam,

**Application for Pre-Clearance approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Estimated number of securities proposed to be acquired/subscribed/sold	
7	Price at which the transaction is proposed	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market deal	
10	Proposed date of dealing in securities	

I further declare that I am not in possession of or otherwise privy to any unpublished price sensitive information upto the time of signing of this declaration. In case I have access to or received any Price Sensitive Information after signing of this declaration and before executing transaction, I shall inform the same to the Compliance Officer and refrain from dealing in the securities. I have not contravened the prevailing Code of Conduct to Regulate, Monitor and Report Trading by Insiders. I further declare that I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

The above declarations are true to my belief and knowledge.

Signature:

Name:

Date

**ANNEXURE-2****SPECIMEN FOR ANNUAL DISCLOSURE OF SHAREHOLDING**

To

**The Compliance Officer**

**Star Cement Limited**

**Century House, P-15/1**

**Taratala Road, CPT**

**Colony,**

**Kolkata-700088**

Dear Sir/Madam,

**Subject: Annual Disclosure of shareholding**

In terms of requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for prevention of Insider Trading, following are the details of shares held by me and my immediate relatives as on 31st March.....

Name	Relationship	No. of shares held in the Company as on 31st March, _____	Other details such as Folio/DP ID/Client ID
	Self		
Immediate Relatives:			
1.			
2.			
3.			

I/we hereby declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature:

Name:

Designation:

Department:

Date:



**SPECIMEN FOR INITIAL DISCLOSURES BY THE DIRECTOR/DESIGNATED  
EMPLOYEE ETC AT THE TIME OF JOINING IN THE COMPANY**

To

**The Compliance Officer**

**Star Cement Limited**

**Century House, P-15/1**

**Taratola Road, CPT**

**Colony,**

**Kolkata-700088**

Dear Sir/Madam,

**Subject: Initial Disclosure of shareholding**

Following are the details of shares held by me and/ or my dependent family members as on  
.....

Name	Relationship	No. of shares held in the Company as on 31st March, _____	Other details such as Folio/DP ID/Client ID
	Self		
Immediate Relatives:			
1.			
2.			
3.			

I/we hereby declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature:

Name:

Designation:

Department:

Date: