

# **STARTECK FINANCE LIMITED**

## ***Code of Conduct***

## **I. PREAMBLE**

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term “**Senior Management**” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

The code of conduct shall be posted on the website of the Company.

## **II. APPLICABILITY**

All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer/ Managing Director.

This Code shall apply to the Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company.

## **III. CODE OF CONDUCT**

The Board and Senior Management Personnel of the Company should:

- a) Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- b) Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- c) Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind.
- d) They should point the Company's management in the 'right' direction based on their experience and judgement.
- e) Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements.
- f) Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Follow all the guidelines put forth in the Policy for Prevention of Insider Trading.

Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.

#### **IV. DUTIES OF INDEPENDENT DIRECTORS:**

The independent directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of Board;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper the Board or committees of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;
- l) act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**V. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:**

All members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis.

**VI. REVIEW AND/ OR AMEND THE CODE:**

The Code shall be reviewed and/or amended as and when required to ensure that it meets the objectives of the Statutory Provisions and remains effective.

In case of any conflict between the provisions of this Code and of Statutory Provisions, the Statutory Provisions shall prevail over this Code. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Code.

**VII. DISCLOSURES:**

This Code will be disclosed on the Company's website.

**(Last amended on 27<sup>th</sup> May, 2025)**

## COMPLIANCE CERTIFICATE FOR CODE OF CONDUCT

To,  
The Nomination & Remuneration Committee  
Starteck Finance Limited.

Sub: Compliance Certificate

I, being a member of the Board of Directors/ Management personnel of Starteck Finance Limited (“the Company”) hereby acknowledge, confirm and certify that:

I have received, read and understood the Code of Conduct and Ethics for Board of Directors and Senior Management of the Company;

I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors or Senior Management of the Company;

During the financial year \_\_\_\_\_, I have complied with the provisions of the said Code.

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

**BY ORDER OF THE BOARD**

**(Last amended on 27<sup>th</sup> May, 2025)**