



23.07.2023

BSE Limited  
Corporate Relations Department  
1<sup>st</sup> Floor, New Trading Wing,  
Rotunda Building,  
P J Towers, Dalal Street,  
Fort,  
Mumbai – 400 001.

Ref: Starlog Enterprises Limited (Scrip Code : 520155)

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements (“ Listing Regulations”))

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Ritul Parmar, Practising Company Secretaries, for the year ended March 31, 2023.

This is for your information and records.

Thanks & Regards,

For Starlog Enterprises Limited

SARITA  
DHARAMDAS  
KHAMWANI

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SARITA DHARAMDAS  
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Sarita Khamwani

Company Secretary &  
Compliance Officer

Encl.: As above

**STARLOG ENTERPRISES LIMITED**

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

Email: [hq@starlog.in](mailto:hq@starlog.in) | Tel +91 22 69071234 | Fax +91 22 23687015

MSME : UDYAM–MH–18-0205650 | CIN: L63010MH1983PLC031578



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Ritul Parmar  
Company Secretaries

**Secretarial Compliance Report of Starlog Enterprises Limited  
for the financial year ended March 31, 2023**

I, **Ritul Parmar, Practicing Company Secretary** have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Starlog Enterprises Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **501, Sukh Sagar, N. S. Patkar Marg, Mumbai 400007**. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **Ritul Parmar, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to us, and explanation provided by **Starlog Enterprises Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) (other regulations as applicable) and circulars/ guidelines issued thereunder; and based on the above examination, I, hereby report that, during the Review Period:
  - i. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 18(1) of SEBI LODR, 2015	-	Composition of Audit Committee was not in accordance with Regulation 18(1)	BSE	Fine	Composition of Committee	Rs. 59,000/-	The Company did not have adequate Independent Directors on the Board for the quarter ended September 30, 2022	Fine imposed has been paid by Company and necessary appointments on Board are done. Delay was not intentional.	
2	Regulation 19(1) & (2) of SEBI LODR, 2015	-	Composition of Nomination & Remuneration Committee was not in accordance with Regulation 19(1) & (2)	BSE	Fine	Composition of Committee	Rs. 1,79,360/- for June 30, 2022 & Rs. 59,000/- for September 30, 2022	The Company did not have adequate Non-Executive Directors on the Board for the quarter ended June 30, 2022 & September 30, 2022	Fine imposed has been paid by Company and necessary appointments on Board are done. Delay was not intentional.	

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3	Regulation 20(2) & (2A) of SEBI LODR, 2015	-	Composition of Stakeholder Relationship Committee was not in accordance with Regulation 20(2) & (2A)	BSE	Fine	Composition of Committee	Rs. 59,000/-	The Company did not have adequate Independent Directors on the Board for the quarter ended September 30, 2022	Fine imposed has been paid by Company and necessary appointments on Board are done. Delay was not intentional.	
4	Regulation 23(9) of SEBI LODR, 2015	-	Delay in intimation of Related Party transactions	BSE	Fine	Delay in intimation of Related Party transactions	Rs. 88,500/-	The Company has filed the disclosure of related party transactions with a delay of 15 days for March 31, 2022, i.e. On September 17, 2022	Fine imposed has been paid by Company. Delay was not intentional.	
5	Regulation 33	-	Submission of results after due date	BSE	Fine	Delay in Submission of results after due date	Rs. 5900/-	The Company submitted financial statements for quarter ended September 30, 2022, after due date	Fine imposed has been paid by Company. Delay was not intentional.	
6	Regulation 29(2)/29(3)	-	Delayed intimation of date of Board Meeting	BSE	Fine	Delayed intimation of date of Board Meeting	Rs. 11,800/-	The Company delayed in intimation of date of Board Meeting for approval of financial statements for quarter ended September 30, 2022.	Fine imposed has been paid by Company. Delay was not intentional.	

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 24	-	The Company has not appointed Independent Directors on the Board of its material subsidiary i.e.. Starlift Services Private Limited	NA		Company has failed to comply with provisions of Regulation 24 of SEBI LODR, 2015	NA	The Company has not taken sufficient steps to comply with the observation reported in last year's Secretarial Compliance Report.	Board has taken note.	

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2	Regulation 23(9)	-	Delay in intimation of Related Party transactions	NA		Delay in intimation of Related Party transactions		There was a delay in filing disclosure under Regulation 23(9) of 11 days in previous year. In the present financial year, the delay has been of 15 days.	Board has taken note	
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	No such appointment or re-appointment
2.	<b>Other conditions relating to resignation of statutory auditor</b>		

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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>a. The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by</p>	Not Applicable	No such resignation
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Company Secretaries

	the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	No such resignation

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## Ritul Parmar Company Secretaries

III. I, hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li></ul> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li></ul> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	-

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4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes	-
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	

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8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein above.	Yes	The details of action taken by BSE have been provided.

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12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	
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### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

### For Ritul Parmar, Company Secretaries

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Date: 2023.07.22  
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**Ritul Parmar**

**Proprietor**

**Membership No. 31583, CP No. 14845**

**Peer Review No. 2586/2022**

**Place: Navi Mumbai**

**Date: 22/07/2023**

**UDIN: A031583E000663181**

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