

## ANNEXURE - A

# Report on Corporate Governance

In compliance with the requirements of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the Board of Directors of Starlog Enterprises Limited (“SEL” or “the Company”) is pleased to present the Company’s Report on Corporate Governance for the Financial Year 2024-25.

## Statement on Company’s philosophy on Corporate Governance:

Good corporate governance is about maximizing shareholder value on a sustainable basis while ensuring fairness to all stakeholders: customers, vendor-partners, investors, employees, government, and society.

Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices and performance and ensure that we retain and gain the trust of our stakeholders at all times.

## Board of Directors:

### Composition and category of Directors:

The Board of Directors (“the Board”) provides strategic direction to the Company and their effectiveness ensures long term interest of shareholders. The Board is responsible for the management of the business and meets frequently for discharging its roles and responsibilities. The functions, roles, accountability and responsibilities are clearly defined. The Board’s actions and decisions are aligned with the Company’s best interests. Some of the powers of the Board have also been delegated to Committee(s), which monitors the day-to-day affairs relating to operational matters.

As on March 31, 2025, the Board of Directors of the Company comprises of 6(six) Directors, including 3(three) Independent Directors, 1(one) Managing Directors and 2(two) Whole-time Directors. Independent Directors including 1(one) Woman Director constitute 50% of the Board. The composition of the Board is in conformity with the requirements of the Listing Regulations.

The composition of the Board of Directors is summarized below:

Managing Director and Chief Executive Officer - Promoter	1
Additional Director (Whole-Time Director) & Chief Financial Officer	1
Whole-Time Director	1
Independent Directors (including 1 Independent Woman Director)	3

As per the requirements of Section 149(7) of the Companies Act, 2013 (the “Act”) and Regulation 25 (8) of Listing Regulations, the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Board is of the opinion that the Independent Directors fulfil the conditions specified in Listing Regulations and are Independent of the Management. None of the Independent Directors has resigned during the Financial Year 2024-25.

**Attendance of Directors at Board meetings, last annual general meeting (“AGM”) and number of other Directorship(s) and chairmanship(s) / Membership(s) of Committees of each Director in various Companies:**

Name of the Directors (DIN)	Category of Directorship	Attendance at Board meetings during the year		Attendance at Last AGM	No. of Directorship(s) (including the Company)	\$No. of Membership(s) in Committee(s) of Company (ies) (including the Company)	#No. of Chairmanship(s) in Committee(s) of Company (ies) (including the Company)
		No of Meetings entitled to attend	No of Meetings attended				
<sup>1</sup> Saket Agarwal, Managing Director and Chief Executive Officer DIN:00162608	Non-Independent, Executive	9	9	Yes	5	1	0
<sup>2</sup> Raj Manek, Additional Director (Whole-Time Director) & Chief Financial Officer DIN: 10997941	Non-Independent, Executive	Nil	Nil	NA	1	0	0
<sup>3</sup> Edwina Dsouza, Whole-Time Director DIN:09532802	Non-Independent, Executive	9	9	Yes	4	2	0
<sup>4</sup> Seshadri, Independent Director DIN:08449681	Non-Executive	9	9	Yes	1	1	0
Mita Jha, Independent Director DIN:07258314	Independent Non-Executive	9	9	Yes	8	7	2
S.Vishwanathan, Independent Director DIN:09605508	Independent Non-Executive	9	9	Yes	3	3	0

<sup>1</sup>In accordance with Regulation 26 of the Listing Regulations, Membership of only Audit Committee and Stakeholders’ Relationship Committee in all public limited Companies are considered (including SEL).

<sup>2</sup>Chairmanship includes committee membership and in accordance with Regulation 26 of the Listing Regulations, Chairmanship of only Audit Committee and Stakeholders’ Relationship Committee in all public limited Companies are considered (including SEL).

<sup>3</sup>Saket Agarwal was re- appointed as the Managing Director and Chief Executive Officer of the Company for a term of 3 years with effect from September 13, 2025.

<sup>4</sup>Raj Manek was appointed as the Additional Director (Whole-Time Director) and Chief Financial Officer of the Company for a term of 3 years with effect from March 13, 2025 subject to the approval of shareholders of the Company.

<sup>5</sup>Edwina Dsouza was re- appointed as the Whole-Time Director of the Company for a term of 3 years with effect from March 22, 2025.

<sup>6</sup>Seshadri was re-appointed as Independent Directors of the Company for a second term of 3 consecutive years with effect from September 26, 2024.

No Independent Director of the Company serves as a Whole-Time Director of any other Listed Company.

No Independent Director is a director in more than 7 (seven) listed companies. No director is a director of more than 20 (twenty) Companies (including Public and Private) or director of more than 10 (ten) public companies. No director is a member in more than 10 (ten) committees of public limited companies nor acts as a chairperson of more than 5 (five) committees across all listed entities in terms of Regulation 26(1) of Listing Regulations.

There are no inter-se relationships between the Board of Directors of the Company.

**Additional Information related to directorship in other listed entities as on March 31, 2025 as required under the Listing Regulations:**

S. No.	Name of the Director	2023-24 Name of other Listed entities	Category of Directorship
1.	Saket Agarwal	-	-
2.	Raj Manek	-	-
3.	Edwina Dsouza	-	-
4.	Seshadri	-	-
5.	Mita Jha	Brady And Morris Engineering Company Limited; Responsive Industries Limited	Non-Executive - Independent Director
6.	S. Viswanathan	-	-

**Number of meetings of the Board of Directors held and dates on which held:**

During the period under review, the Board of Directors met 9(nine) times viz. May 30, 2024; June 18, 2024; July 22, 2024; August 14, 2024; August 30, 2024; November 11, 2024; February 07, 2025; February 21, 2025 and March 12, 2025.

**Number of Shares and convertible instruments held by Non-Executive Directors as at March 31, 2025:**

The direct shareholding of Non-Executive Directors are as follows:

S. No.	Name	No. of Equity Shares held
1.	Seshadri	Nil
2.	Mita Jha	Nil
3.	S. Viswanathan	Nil

\*The Company has not issued any convertible instruments.

**Familiarization programmes to Independent Directors:**

The Company has held familiarisation programme for the Independent Directors with regard to their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. It aims to provide insight to the Independent Directors to understand the business of the Company. The Independent Directors are familiarized with their roles, rights and responsibilities.

The details of familiarization programme imparted to Independent Directors is available on Company's website: [www.starlog.in](http://www.starlog.in).

**List of core skills/expertise/competencies as identified by the Board of Directors of the Company as required in the context of Company's business and sector for it to function effectively and those actually available with the Board:**

Nature of Skills/Expertise/Competencies	Saket Agarwal	Raj Manek	Edwina Dsouza	Seshadri	Mita Jha	S.Viswanathan
<b>Industry knowledge/ Experience</b>						
Experience	✓	✓	✓	✓	✓	✓
Industry Knowledge	✓	✓	✓	✓	✓	✓
Understanding of relevant laws, rules, regulation, and policy	✓	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓

Nature of Skills/Expertise/ Competencies	Saket Agarwal	Raj Manek	Edwina Dsouza	Seshadri	Mita Jha	S.Viswanathan
<b>Technical skills/ Experience</b>						
Accounting and Finance	✓	✓	✓	✓	✓	✓
Business Development & Strategy	✓	✓	✓	✓	✓	✓
Information Technology	✓	✓	✓	✓	✓	✓
Leadership	✓	✓	✓	✓	✓	✓
<b>Behavioral Competencies</b>						
Integrity and ethical standards	✓	✓	✓	✓	✓	✓
Mentoring abilities	✓	✓	✓	✓	✓	✓
Interpersonal relations	✓	✓	✓	✓	✓	✓

### Board Meeting Procedure and Decision Making:

In case of the matters requiring utmost priority and which can't be further postponed till the next scheduled meeting, additional Board Meetings are convened to address such important matters. Further, for matters permissible to be approved by passing a circular resolution is circulated to the Board of Directors as per the provisions of the Companies Act 2013 and applicable secretarial standards.

Agenda with respect to the meetings are circulated in advance along with the presentation, if any, to be made at the Board Meeting. Agenda comprises of the routine and non-routine matters. Any matter requiring the approval of the Board is included in agenda of the Board Meeting on the request made by the functional head to the Company Secretary. A detailed presentation is made at the Board meeting and after detailed analysis and deliberation on the presented agenda item the Board takes well informed decisions. The draft minutes are circulated to Board/ Board Committee members for their comments.

### Board Committees:

The Board has 3(three) Committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The Company Secretary of the Company acts as the Secretary of all Board Committees.

#### Audit committee:

As on March 31, 2025, the Audit Committee comprises of 2(two) Independent Directors and 1 (one) Executive Director, as under:

Sr. No.	Name	Category	Designation
1.	Mita Jha	Independent Director, Non-Executive	Chairperson
2.	S. Viswanathan	Independent Director, Non-Executive	Member
3.	Saket Agarwal	Non-Independent, Executive	Member

All Members of the Audit Committee possess accounting and financial management knowledge. The scope of the Audit Committee includes the references made under Regulation 18 read with Part C of Schedule II of the Listing Regulations, read with Section 177 and other applicable provisions of the Act, besides the other terms that may be referred by the Board of Directors.

**The brief description of terms of reference of the Audit Committee are:**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
3. Reviewing the financial statements with respect to its subsidiaries, in particular investments made by the unlisted subsidiaries;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with Internal Auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

19. Reviewing the functioning of the whistle blower mechanism;
20. Overseeing the vigil mechanism established by the Company, with the Chairman;
21. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
22. Review of utilization of loans and / or advances from investment by the holding company in the subsidiary exceeding ₹100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of the Company or specified/provided under the Act or by the Listing Regulations or by any other regulatory authority.

During the year under review, the Audit Committee met 7(seven) times i.e., May 30, 2024; June 18, 2024; August 14, 2024; August 30, 2024; November 11, 2024; February 07, 2025; and February 21, 2025 respectively. The necessary quorum was present throughout the respective meetings and the gap between two Audit Committee Meetings was not more than 120 days.

The attendance of each member of the Audit Committee at the Meetings held during Financial Year 2024-25 is given below:

Sr. No.	Name	Category	Designation	No. of meetings held	No. of meetings attended
1.	Mita Jha	Independent Director, Non-Executive	Chairperson	7	7
2.	S. Viswanathan	Independent Director, Non-Executive	Member	7	7
3.	Saket Agarwal	Non-Independent, Executive	Member	7	7

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on September 25, 2024.

#### **Nomination and Remuneration Committee:**

As on March 31, 2025, the Nomination and Remuneration Committee comprises of 3(three) Independent Directors, as under:

Sr. No.	Name	Category	Designation
1.	Mita Jha	Independent Director, Non-Executive	Chairperson
2.	Seshadri	Independent Director, Non-Executive	Member
3.	S. Viswanathan	Independent Director, Non-Executive	Member

The composition of the Nomination and Remuneration Committee is in conformity with the applicable provisions of Act and the Listing Regulation.

The scope of Nomination and Remuneration Committee includes the references made under Regulation 19 of the Listing Regulations read with Section 178 and other applicable provisions of the Act and the Nomination and Remuneration policy of the Company, besides other terms that may be referred by the Board of Directors.

**The brief description of terms of reference of the Nomination and Remuneration Committee are:**

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
2. To appoint an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
3. To formulate the criteria for evaluation of Independent Directors and the Board.
4. To devise a policy on Board diversity.
5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
6. To recommend / review remuneration of the Managing Director(s), Whole-time Director(s) and their relatives, Key Managerial Personnel and Senior Management based on their performance and defined assessment criteria.
7. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. To carry out any other functions as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.
10. Such matters as stated in Section 178 of the Act and Part-D of Schedule II of Listing Regulations.

During the year under review, the Nomination and Remuneration Committee met 3(three) times i.e. on July 22, 2024; February 21, 2025 and March 12, 2025 respectively. The necessary quorum was present throughout the respective meeting.

The attendance of each member of the Nomination and Remuneration Committee at the Meetings held during financial year 2024-25 is given below:

Sr. No.	Name	Category	Designation	No. of meetings held	No. of meetings attended
1.	Mita Jha	Independent Director, Non-Executive	Chairperson	3	3
2.	Seshadri	Independent Director, Non-Executive	Member	3	3
3.	S. Viswanathan	Independent Director, Non-Executive	Member	3	3

The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 25, 2024.

**Performance Evaluation criteria for Independent Directors:**

Pursuant to the applicable provisions, the formal annual evaluation has been carried out by the Board of its own performance and that of its Committees and individual Directors through assessment as well as collective feedback in accordance with the Company's Board Evaluation policy. The Board members were requested to evaluate the effectiveness of the Board dynamics and relationships, the constitution and role of the Board, meetings and decision-making of the Directors, relationship with management, Company performance and the effectiveness of the whole Board and its various committees.

Independent Directors were evaluated on the following performance indicators:

- Attendance and active participation in meetings.
- Ability to contribute experience to provide the necessary insights / guidance on Board / Committee discussions.
- Guidance / support to management outside Board meetings
- Ability to contribute by best practices and bringing different perspective.

#### **Policy for Selection and appointment of Directors and their remuneration:**

The Nomination & Remuneration Committee has adopted a policy which, inter alia, deals with the manner and selection of Board of Directors and Key Managerial Personnel and their remuneration.

#### **Performance Evaluation:**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's

functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**Observations of Board evaluation carried out for the year:** No observations.

**Previous year's observations and actions taken:** Since no observations were received, no actions were taken.

**Proposed actions based on current year observations:** Since no observations were received, no actions were taken

#### **Stakeholder Relationship Committee:**

As on March 31, 2025, the Stakeholders Relationship Committee comprises of 2(Two) Independent Director and 1(One) Executive Directors as under:

Sr. No.	Name	Category	Designation
1.	Mita Jha	Independent Director, Non-Executive	Chairperson
2.	Seshadri	Independent Director, Non-Executive	Member
3.	Edwina Dsouza	Non-Independent Director, Executive	Member

The composition of the Committee is in conformity with the applicable provisions of Act and the Listing Regulations, as amended from time to time.

The scope of the Stakeholders Relationship Committee includes the reference made under Regulation 20 of the Listing Regulations, read with Section 178 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

**The brief description of terms of reference of the Stakeholders Relationship Committee are:**

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
6. carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable laws. All other matters related to shares/debentures.

During the year under review, the Stakeholders Relationship Committee met 1(One) time, i.e. on February 7, 2025. The necessary quorum was present at the meeting.

The attendance of each member of the Stakeholders Relationship Committee at the Meetings held during financial year 2024-25 is given below:

Sr. No.	Name	Category	Designation	No. of meetings held	No. of meetings attended
1.	Mita Jha	Independent Director, Non-Executive	Chairperson	1	1
2.	Seshadri	Independent Director, Non-Executive	Member	1	1
3.	Edwina Dsouza	Non-Independent Director, Executive	Member	1	1

The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company held on September 25, 2024.

Ms. Gunjan Sanghavi is the Company Secretary and Compliance Officer of the Company.

**Investor Complaint:**

Investor complaints received during the year: NIL.  
 Number of complaints not solved to the satisfaction of shareholders: NIL.  
 Number of pending complaints: NIL

The RTA, M/s Bigshare Services Pvt. Ltd. attends to all grievances of shareholders received directly or through SEBI, Stock Exchange, or the Ministry of Corporate Affairs etc. The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving shareholder Complaints / queries.

**Particulars of senior management including the changes therein since the close of the previous Financial Year:**

1. Ms. Priyanka Agarwal had resigned as Company Secretary and Compliance Officer w.e.f. May 04, 2024.
2. Ms. Seema Jagnani was appointed as Company Secretary and Compliance Officer w.e.f. July 22, 2024.
3. Ms. Seema Jagnani had resigned as Company Secretary and Compliance Officer w.e.f. January 08, 2025.

4. Ms. Edwina Dsouza had resigned from the position of Chief Financial Officer w.e.f. March 12, 2025.
5. Mr. Raj Manek was appointed as Additional Director (Whole-Time Director) and Chief Financial Officer w.e.f. March 13, 2025.
6. Mr. Saket Agarwal was re- appointed as the Managing Director and Chief Executive Officer of the Company for a term of 3 years with effect from September 13, 2025.
7. Post FY 2024-25, Ms. Gunjan Sanghavi was appointed as Company Secretary and Compliance Officer w.e.f. April 07, 2025.

### Disclosure of Director's Interest in transactions with the Company:

During the year under review, none of the Non-Executive Director had any pecuniary relationship or transaction with the Company other than receipt of sitting fees.

### Remuneration policy for Non-Executive Directors:

During the year under review, no remuneration was paid to the Non-Executive Directors except sitting fees.

The sitting fees paid to the Non-Executive Directors is as below:

Name	Amount in ₹
Seshadri	35,000
Mita Jha	1,00,000
S Vishwanathan	1,00,000

### Remuneration policy:

The Nomination and Remuneration Committee determines and recommends to the Board, the remuneration payable to Directors. Remuneration of all Executive Directors is approved by the shareholders and disclosed separately in the financial statements. Remuneration to the Executive Directors consists of a fixed component only. The remuneration of the Executive Directors is approved by the Nomination and Remuneration Committee as well as the Board and placed before the shareholders at the shareholders' meeting for approval at the time of the respective appointment.

The details of the remuneration policy adopted by the Company has been disclosed on the website of the Company at [www.starlog.in](http://www.starlog.in)

### Remuneration to executive Directors

The details of remuneration paid / payable to the Executive Directors for financial year 2024-25 is as under:

Particulars	Saket Agarwal Managing Director & CEO	Edwina Dsouza Whole-Time Director	Raj Manek Additional Director (Whole-Time Director) & CFO
Salary	36,96,000	7,40,566	2,03,218
Contribution to Provident & Other Funds	5,04,000	47,252	0
Gratuity	0	0	0

The Company has entered into employment agreement with the Managing Director & CEO, the Whole Time Director, Additional Director (Whole-Time Director) & CFO which covers the tenure of office for 3 (three) years from their respective date of re-appointment(s)/appointment. There is no separate provision for payment of severance fee.

## General Body Meetings:

Details of the Annual General Meetings held during the preceding 3 years and Special Resolutions passed thereat are given below:

Financial year	Date and Time	Venue	Summary of special resolutions passed
2023-24	September 25, 2024 at 4:30 p.m.	Held through Video conferencing (VC)	No special resolutions were passed during the year.
2022-23	September 30, 2023 at 4:00 p.m.	Held through Video conferencing (VC)	No special resolutions were passed during the year.
2021-22	September 30, 2022 at 4:00 p.m.	Held through Video conferencing (VC)	<ul style="list-style-type: none"> <li>Re-appointment of Mr. S Viswanathan as an Independent Director of the Company</li> <li>Re-appointment of Mrs. Mita Jha as an Independent Director of the Company</li> </ul>

## Extra-ordinary General Meeting:

During the year under review, the Company conducted 1(one) Extra-ordinary General Meeting (“EGM”) of the members through video conferencing on March 21, 2025:

Date and Time	Venue	Summary of special resolutions passed
March 21, 2025 at 04:00 p.m.	Held through Video conferencing (VC)	<ol style="list-style-type: none"> <li>Issuance of Equity Shares on Preferential basis</li> <li>Re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director and Chief Executive Officer of the Company</li> <li>Re-appointment of Mr. Seshadri (DIN: 08449681) as an Independent Director of the Company</li> <li>Re-appointment of Mrs. Edwina Dsouza (DIN: 09532802) as Whole Time Director of the Company</li> </ol>

During the Financial Year 2024-2025, no resolution was passed by postal ballot. Hence, disclosure under this section is not applicable.

Postal Ballot whenever conducted will be carried out as per the procedure mentioned in Rule 22 of Companies (Management and Administration) Rules, 2014, including any amendment thereof.

## Means of communication

**Quarterly Results:** The quarterly results are published in accordance with the applicable provisions of the Listing Regulations.

**Newspaper in which results are normally published:** Generally, the results are published in The Free Press Journal/ Navashakti

Any website, where displayed: [www.starlog.in](http://www.starlog.in)

**Annual Report:** Annual Report containing inter alia Audited Standalone Financial Statements, Audited Consolidated Financial Statements, Board’s Report, Auditor’s Report, and other important information, Reports, Certificates etc. is circulated to the shareholders and others entitled thereto. The Management’s Discussion and Analysis Report forms a part of the Annual Report. The Annual Report is displayed on the Company’s website at [www.starlog.in](http://www.starlog.in)

Official news releases and Presentations to analysts, as and when made, will be immediately posted on the website for the benefit of the shareholders and the public at large.

## General shareholder information:

Annual General Meeting (“AGM”): The ensuing AGM of the Company will be held on Thursday, June 12, 2025 at 4:00 P.M. (IST) through video conferencing or other audio-visual means.

**Financial Year:** April 01, 2024 to March 31, 2025

**Date of Book Closure –** Not applicable

**Dividend payment date –** Not applicable

**Registered Office -** 501, Sukh Sagar, N. S. Patkar Marg, Mumbai – 400007

**CIN:** L63010MH1983PLC031578

**Phone:** 022 69071234

**E-mail:** [cs@starlog.in](mailto:cs@starlog.in)

**Website:** [www.starlog.in](http://www.starlog.in)

The equity shares of the Company are listed at BSE Limited. ISIN Number: INE580C01019

The Company has paid Annual Listing Fees for the FY 2025-26 within stipulated time.

The securities of the Company have not been suspended from trading during the year.

## Registrar and Transfer Agents:

Bigshare Services Pvt. Ltd.

E-2 & 3, Ansa Industrial Estate,  
Saki-Vihar Road. Sakinaka, Andheri (E),  
Mumbai- 400072

Tel: +91 022 – 62638200|Fax: 62638299

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

## Share Transfer System:

In terms of Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 mandated the listed Companies to issue the securities only in dematerialized form while processing the service requests viz. issue of duplicate Securities certificate, Claim from unclaimed Suspense Account, renewal / exchange of Securities certificate, Endorsement, Sub-division / splitting of Securities certificate, Consolidation of Securities certificate / folios, Transmission and Transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of share.

## Reconciliation of Share Capital Audit:

The Company Secretary in practice carried out reconciliation of share capital audit which confirms that Issued / Paid-up Capital is in agreement with the aggregate of the total number of shares in Physical & Demat Form.

Share Distribution Schedule: Shareholding of Nominal Value of Shareholders share amount (as on March 31, 2025)

Shares	Number	% to Total	Total shares	Value (in ₹)	% to Total
Upto 5000	4462	87.4902	459887	4598870	3.84
5001 - 10000	293	5.7451	243329	2433290	2.03
10001 - 20000	141	2.7647	216208	2162080	1.81
20001 - 30000	62	1.2157	159665	1596650	1.33
30001 - 40000	32	0.6275	115039	1150390	0.96
40001 - 50000	29	0.5686	138729	1387290	1.16
50001 - 100000	40	0.7843	281586	2815860	2.35
100001 & Above	41	0.8039	10352542	103525420	86.51
<b>TOTAL</b>	<b>5100</b>	<b>100</b>	<b>11966985</b>	<b>119669850</b>	<b>100</b>

## Shareholding Pattern:

Category	No. of shares	% to share capital
<b>Promoter &amp; Promoter Group (A)</b>	77,11,000	64.44
<b>Public (B)</b>		
- Individuals	24,56,753	20.53
- NRI	20,645	0.17
- Mutual funds	200	0.00
- Other Financial institutions	100	0.00
- Foreign companies	15,00,000	12.53
- Bodies Corporate	1,03,799	0.87
- Clearing Members	11,786	0.10
- IEPF	37,567	0.31
- Hindu Undivided Family (HUF)	1,25,135	1.05
<b>Total (B)</b>	<b>42,55,985</b>	<b>35.56</b>
<b>Total</b>	<b>1,19,66,985</b>	<b>100.00</b>

## Dematerialization of shares

Particulars	No. of shares	% of capital issued
Held in Dematerialized form in NSDL	1,02,50,252	85.65
Held in Dematerialized form in CDSL	16,30,920	13.63
Physical	85,813	0.72
<b>Total</b>	<b>1,19,66,985</b>	<b>100.00</b>

Outstanding GDRs / ADRs / Warrants and other Convertible Instruments, conversion dates and likely impact on equity: The Company has not issued any GDRs / ADRs / Warrants and other Convertible instruments.

The commodity price risk or foreign exchange risk shall be as disclosed in the financial statements.

Plant locations: The Company has three yards located at Jamnagar (GJ), Dhulagarh (WB) & Horale (MH). Other than that, the cranes owned by the Company are at different locations throughout India depending on deployment.

### Address for correspondence:

501, Sukh Sagar, N.S Patkar Marg, Mumbai – 400 007; Tel : +91 22 69071234; Email : [hq@starlog.in](mailto:hq@starlog.in)

**List of credit ratings obtained by the entity during the financial year:** No credit ratings were obtained during the year.

### Related party Transactions:

The Company did not enter into any materially significant related party transactions, which had potential conflict with the interest of the Company at

large. The related party transactions entered into with the related parties as defined under the Act and as per Listing Regulations during the financial years were in the ordinary course of business and at arms' length basis, the same have been approved by the Audit Committee/ Board of Directors. Transactions with the related parties are disclosed under Notes forming part to the financial statements in the Annual Report. The Board of Directors have approved a policy of related party transactions which has been uploaded on the website of the Company at [www.starlog.in](http://www.starlog.in).

### Other Disclosures:

There were no transactions, which were materially significant during the year with promoters, Directors or their relatives that have potential conflict with the interest of the Company. Transactions with related parties are disclosed under notes to accounts in the annual report.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

The Company has followed accounting treatment as prescribed in Accounting Standards applicable to the Company.

The Company has a Vigil mechanism called Whistle Blower policy, all employees have been provided to access direct to the Audit committee.

The company has complied with the mandatory corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 of SEBI LODR 2015.

The policy of determining material subsidiaries is disclosed on the website of the Company at [Starlog\\_Material-Subsidiaries-Policy.pdf](#)

### Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the FY 2024-25, the Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement (QIP). However, post FY 2024-25, the Company on April 07, 2025, has raised ₹ 15 Crores through preferential allotment in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Act and the rules made thereunder. The utilization of the said funds during FY 2025-26 will be disclosed in the Annual Report of FY 2025-26.

Certificate from Mr. Ritul Parmar, Practicing Company Secretary, Mumbai about non-debarment / non-disqualification of Directors of the Company is attached.

**Details of any recommendations of any Committee of the Board (which is mandatorily required) not accepted by the Board: NIL**

**Total fees for all services paid by the listed entity to the statutory auditor: ₹ 7,00,000/-**

### Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year: NIL.
- number of complaints disposed of during the financial year: NIL.
- number of complaints pending as on end of the financial year: NIL

**Loans and advances by the Company and its Subsidiaries:** Loans and advances forms part of the related party disclosures in the notes to the financial statements for the financial year ended March 31, 2025

**Details of Material Subsidiaries:** The Company has 2(two) Material Unlisted Subsidiary Companies, the details of the same are mentioned herein below:

Name of the Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor(s)	Date of appointment of Statutory Auditor(s)
Starport Logistics Limited	23/04/2008	Mumbai	Manish Kumar Agarwal & Co.	23.07.2022
Starlift Services Private Limited	13/05/2003	Mumbai	Manish Kumar Agarwal & Co.	27.11.2021

### Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

All the mandatory requirements have been complied with as stated in this report on Corporate Governance.

There is no non-compliance with any requirement of corporate governance report of sub-para (2) to (10) of the Corporate Governance report as given in Schedule V(C) of the Listing Regulations. The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the Listing Regulations, have been made in this Corporate Governance report.

The Audit Committee reviews Risk Management strategy of the Company to ensure effectiveness of risk management policies and procedures.

All the recommendations of the Audit Committee during the financial year have been accepted and further approved by the Board.

**CEO/CFO Certification:** The CEO & CFO have furnished the requisite certificate to the Board of Directors as required under Regulation 17 (8) of the SEBI Listing Regulations.

**Outstanding unclaimed shares:** Pursuant to Regulation 34(3) and Part F of Schedule V to the Listing Regulation, the Company does not have its equity shares in the demat suspense account or unclaimed suspense account.

**Agreements binding listed entities:** Pursuant to Regulation 30A of the Listing Regulations, no agreement has been entered or executed by the shareholders, promoter/promoter group, related parties, directors, key managerial personnel and employees of the Company during the financial year.

**Code of Ethics / Vigil Mechanism / Whistle Blower Policy:** The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. The detail of the policy is also listed on the company's website.

The Company has complied with the mandatory requirements and shall comply with the discretionary requirements specified under Part E of Schedule II of Listing Regulations at the appropriate time.

**Declaration signed by the CEO/MD stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management:**

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. Code of Ethics is intended to provide guidance and help in recognizing and dealing with ethical issues, mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The Board has adopted a Code of Ethics for Directors, Senior Management, and other Employees of the Company. The Code is available on the website of the Company at [www.starlog.in](http://www.starlog.in).

Declaration pursuant to Listing Regulations, signed by the Chief Executive Officer stating that all Board Members and Senior Management Personnel have affirmed compliance with the code of ethics for the financial year ended March 31, 2025 forms an integral part of the Annual Report.

For and on behalf of Board of Directors  
**Starlog Enterprises Limited**

Sd/-

**Saket Agarwal**

Managing Director & Chief Executive Officer  
DIN: 00162608

Place: Mumbai

Date: May 12, 2025