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CIN: L63010MH1983PLC031578

Shivang G Goyal & Associates

Company Secretaries

Unit No. 104, Mhada Building, Near Fort Fire Station, Maruti Cross Lane, Bora Bazar, Mumbai 400001, Maharashtra, India

SECRETARIAL COMPLIANCE REPORT OF STARLOG ENTERPRISES LIMITED **FOR THE YEAR ENDED MARCH 31, 2022**

I, Shivang Goyal, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and the explanation provided by **M/s Starlog Enterprises Limited**, ("the listed entity" or "the Company"),
- (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 certification,

for the year ended March 31, 2022 ("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, and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder, and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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; ("SEBI LODR")
- (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 to the Company during the review period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the Company during the review period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the review period**)
- (g) Securities and Exchange Board of India Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (**Not applicable to the Company during the review period**)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT");
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that during the Review Period:



(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: -

Sr. No.	Compliance Requirement (Regulations/Circular/Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 33(3) of SEBI LODR	The Company has delayed the submission of its Financial Results for the quarter ended September 30, 2021, with BSE Limited.	<i>The Company filed the Financial Results for the quarter ended September 30, 2021, with a delay of 1 (One) day i.e., on November 15, 2021</i>
2	Regulation 23(9) of the SEBI LODR	The Company has delayed the submission of disclosures of related party transactions on a consolidated basis to the stock exchanges	<i>The Company has filed the disclosures of related party transactions for the half-year ended March 31, 2021, with a delay of 11 (Eleven) days i.e., on August 25, 2021.</i>
3	SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	The Company has delayed the submission of the initial disclosure to be made as a Large Corporate entity	<i>The Company has filed the initial disclosure to be made as a Large Corporate entity for the year ended March 31, 2021, with a delay of 84 (Eighty-Four) days on July 23, 2021.</i>
4	Reg. 24 of SEBI LODR	The Company has not appointed an independent director on the board of directors of an unlisted material subsidiary.	<i>The Company has not appointed an independent director on the board of directors of 3 unlisted material subsidiaries i.e., Starlift Services Private Limited, India Ports & Logistics Private Limited, Dakshin Bharat Gateway Terminal Private Limited</i>
5	Reg. 24 of SEBI LODR	The Company has not attached the Secretarial Audit Report of its material unlisted subsidiaries with its Annual Report.	<i>The Company was having 3 material unlisted subsidiaries i.e., Starlift Services Private Limited, India Ports & Logistics Private Limited, Dakshin Bharat Gateway Terminal Private Limited, and thus as per the requirement, the Company has not attached the Secretarial Audit Report with its Annual Report.</i>
6	Reg. 3 of SEBI PIT	The Company is required to maintain a database which shall not be outsourced and shall be maintained internally with	<i>The listed entity has maintained proper records under the provisions of the above Regulations and circulars /guidelines issued thereunder in so far as it appears from our</i>



		adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.	<i>examination of those records. However, we are not able to check and comment on the structured digital database as required to be maintained under regulation 3(5) of SEBI (PIT), 2015 due to the inability of our visit the office of the Company considering the lockdown in the state due to COVID-19</i>
7	Reg. 33 (3) (d) of SEBI LODR	The Company has not Submitted a Statement on Impact of Audit Qualifications for the audit report with a modified opinion)	<i>The Company has inadvertently missed out on a Statement on Impact of Audit Qualifications for the Consolidated Audit Report with a modified opinion for the Financial Year 2020-21 and later the Company has filed the same with the stock exchange on 22nd March, 2022.</i>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	The action was taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Reg. 33 (3) (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e., Statement on Impact of Audit Qualifications	Warning Letter	<i>The Company has inadvertently missed out on a Statement on Impact of Audit Qualifications for the Consolidated Audit Report with a modified opinion for the Financial Year 2019-20 and 2020-21 and later the Company has filed the same with the stock exchange on 22nd March, 2022.</i>



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

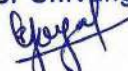
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions are taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company filed the Financial Statements for the Quarter Ended June 30, 2020, on September 23, 2020	March 31, 2021	The Board of Directors along with the Compliance Team has derived a system to avoid such non-compliance	<i>The Board of Directors was made aware of w.r.t. non-compliance with any of the provisions under all applicable laws.</i> <i>The Company had tried to improve in terms of compliance.</i>
2	The Company filed the Financial Statements for the Quarter/ Half Year Ended on September 30, 2020, on January 7, 2021	March 31, 2021	The Board of Directors along with the Compliance Team has derived a system to avoid such non-compliance	<i>The Board of Directors was made aware of w.r.t. non-compliance with any of the provisions under all applicable laws.</i> <i>The Company had tried to improve in terms of compliance.</i>

**For Shivang G Goyal & Associates
Company Secretaries**



Shivang Goyal
Proprietor
M. No. - F11801
C.P. No. - 24679

For Shivang G Goyal & Associates


Shivang Goyal
Practicing Company Secretaries
M No : F11801 / C O P : 24679



Date: 30th May 2022
Place: Fort, Mumbai
UDIN: A046863D000431711
Peer Review: 2074/2022
Firm Unique Code: S2021MH811600