

# STARLOG ENTERPRISES LIMITED

## ANNUAL REPORT FY 2022



**CORPORATE INFORMATION****Board of Directors**

Saket Agarwal  
Seshadri  
Edwina Dsouza  
Viswanathan Shankar  
Mita Jha

**Company Secretary**

Pranali A Sulakhe

**Auditors**

M/s Gupta Rustagi & Co  
16B, Khaatau Building, 1st Floor,  
8/10 Alkesh, Dinesh Modi Marg,  
Fort, Mumbai 400023

**Registered Office / Corporate Office**

501, Sukh Sagar,  
N. S. Patkar Marg,  
Mumbai - 400007

Tel: +91 22 69071234

Fax: +91 22 23687015

Email: [hq@starlog.in](mailto:hq@starlog.in)  
[cs@starlog.in](mailto:cs@starlog.in)

Website: <https://www.starlog.in>

CIN: L63010MH1983PLC031578

BSE Scrip Code: 520155

**Bankers**

Axis Bank Limited  
The Jammu & Kashmir Bank Limited  
IDBI Bank  
HDFC Bank Limited  
Union Bank of India  
SBM Bank (India) Limited

**Registrar and Share Transfer Agent**

Bigshare Services Private Limited  
E-2/3, Ansa Industrial Estate, Sakivihar Rd,  
Saki Naka, Andheri (East), Mumbai 400 072  
Tel: +91 022 - 62638200 | Fax: 62638299  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

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**ANNUAL GENERAL MEETING**

Date : Friday, 30th September, 2022

Time : 04.00 PM

AGM Mode: Video Conferencing

Deemed Venue : 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007.

**Date of Book Closure:**

23rd September, 2022 to 30th September, 2022



## STANDALONE FINANCIAL RESULTS FOR LAST 5 YEARS

(₹ in Crores)

Particulars	*2021-22	*2020-21	*2019-20	*2018-19	2017-18
Gross Receipts	21.25	25.39	28.17	29.43	28.66
Gross Profit before Interest and depreciation	3.68	10.50	13.25	9.17	(1.14)
Less: Interest	(24.39)	(26.04)	(23.92)	(22.94)	(21.15)
Less: Depreciation	(8.79)	(11.28)	(13.75)	(14.26)	(16.66)
Add: Any Extra ordinary (Loss)/ Income	-	-	-	-	26.95
Profit/(Loss) Before Tax	(29.50)	(26.82)	(24.42)	(28.03)	(12.00)
Less: Provision for Taxation	-	-	-	-	-
Add/(Less): Reversal /(Provision) of Deferred Tax	-	-	-	-	-
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	-	-	-
Exceptional Items	2.79	(3.71)	(76.46)	-	-
Profit/(Loss) After Tax	(26.71)	(30.53)	(100.88)	(28.03)	(12.00)
Add: Profit brought forward from earlier Year	(180.49)	(149.96)	(49.08)	(21.05)	(9.05)
Net Profit available for appropriation	(207.2)	(180.49)	(149.96)	(49.08)	(21.05)
Interim Dividend on Equity Share (including Corporate Dividend Tax)	-	-	-	-	-
Proposed Dividend (including Corporate Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
Balance Carried to Balance Sheet	(26.85)	(30.53)	(100.88)	(28.03)	(21.00)
Gross Block	329.09	380.44	399.53	461.67	464.55
Net Worth	(46.22)	(19.36)	11.17	111.89	139.68
Debt: Equity**	-	18.93:1	19.52:1	1.04:1	1.64:1
Cash Profit	(18.06)	(19.25)	(87.13)	(13.77)	4.66

\* Figures are as per IND-AS

\*\* Debt to Equity Ratio is not applicable as equity is negative.



## NOTICE

Notice is hereby given that Thirty-Eight (38th) Annual General Meeting ('AGM') of the members of Starlog Enterprises Limited ('Company') will be held on 30th September, 2022 at 04.00 PM. (IST) through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the businesses as mentioned below. The venue of the meeting shall be deemed to be the 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007.

### ORDINARY BUSINESS

1. To consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of Auditors thereon.

### SPECIAL BUSINESS

2. Re-appointment of Mr. Viswanathan Shankar as an Independent Director of the Company, as a Special Resolution:

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013( "the Act") , rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) ("SEBI Listing Regulations") , Mr. Viswanathan Shankar (DIN 09605508), has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act signifying his intention to propose the candidature of Mr. Viswanathan Shankar for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from conclusion from this Annual General Meeting till the conclusion of Annual General Meeting to be held in year 2027.

3. Re-appointment of Ms. Mita Jha as an Independent Director of the Company, as a Special Resolution:

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013( "the Act") , rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) ("SEBI Listing Regulations") , Ms. Mita Jha (DIN 07258314), has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has





received a notice in writing from a member under Section 160(1) of the Act signifying his intention to propose the candidature of Ms. Mita Jha for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from conclusion from this Annual General Meeting till the conclusion of Annual General Meeting to be held in year 2027.

**By order of the Board of Directors  
For Starlog Enterprises Limited**

SD/-

**Pranali A Sulakhe  
Company Secretary**

Place: Mumbai

Date: 08.09.2022

**Registered Office:**

501, Sukh Sagar,

N. S. Patkar Marg, Mumbai - 400007

Tel: +91 22 69071234

Fax: +91 22 23687015

Email: [hq@starlog.in](mailto:hq@starlog.in)

[cs@starlog.in](mailto:cs@starlog.in)

CIN: L63010MH1983PLC031578

**NOTES:**

1. Procedure for Attending the AGM Through Video Conference (VC) or Other Audio Visual Means (OAVM): In view of the outbreak of COVID-19 pandemic and the continuing restrictions on the movement of people along with the guidelines to follow on social distancing and pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (hereinafter these circulars collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI ('SEBI Circular') and in compliance with the provisions of the Act and SEBI Listing Regulations, the Company will conduct its 38th AGM on 30th September, 2022 at 04.00 PM. (IST) by providing two-way teleconferencing facility ('VC facility') to its Members through National Securities Depositories Limited ('NSDL') e-voting platform the details of which are provided below.

- (i) Members are requested to follow the instructions given below to attend and view the live proceedings of 38th AGM:
- Log in on the NSDL website at <https://www.evoting.nsdl.com> using your remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. For detailed procedure, kindly refer Annexure-2 to this Notice.
  - VC facility will be available on 30th September, 2022 from 04.00 PM onwards on first-come-first-served basis and will close after 15 minutes of the conclusion of the AGM.
  - Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided



under Annexure-2 to this Notice. Further, Members can also use the OTP based login for logging into the e-voting platform of NSDL.

- Members are encouraged to join the Meeting through Laptop/ desktop for better experience and use Internet with a good speed to avoid any disturbance during the AGM. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (ii) Members may note that the VC facility allows at least first 1000 members to attend and participate at the 38th AGM on first-come-first served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend this AGM without any restriction on account of first-come-first-served principle.
  - (iii) Members may note that since the meeting is being held through VC facility, attendance slip is not annexed to the Notice convening the 38th AGM.
  - (iv) Members attending the AGM through VC facility shall be counted for quorum under Section 103 of the Act.
  - (v) The transcript of the meeting will be made available on the Company's website <https://www.starlog.in/> as soon as it is available.
2. Appointment of Proxy: Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the AGM. Members may kindly note that the 38th AGM is being held through VC facility and in accordance with the MCA Circulars the physical attendance of Members has been dispensed with, hence the facility for appointment of proxies will not be available to the Members for attending the 38th AGM. Accordingly, the proxy form is not annexed to the Notice to 38th AGM.
  3. Corporate Representation: Corporate shareholders/Institutional shareholders intending to send their authorised representative(s) to attend and vote at the 38th AGM to be held through VC facility, are requested to send scanned copy of the relevant Board Resolution/ Authority Letter together with attested specimen signature of the duly authorised representative(s), at [hq@starlog.in](mailto:hq@starlog.in) / [cs@starlog.in](mailto:cs@starlog.in) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), from the registered email address.
  4. Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2022 to 30th September, 2022 (both days inclusive).
  5. Dematerialization Request: Members may kindly note that pursuant to SEBI Listing Regulations any request for transfer of shares (except in case of transmission or transposition of securities) shall be processed only if such shares are held in dematerialized form. Therefore, shareholders who are still holding share certificate(s) in physical form are advised to dematerialize their shareholding to facilitate transfers and avail other benefits of dematerialization, which include easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.



6. Members' Record Update: Members holding equity shares in physical form and who intend to intimate changes or update their bank details, e-mail ID, change of address, etc. may do so by filling up the 'Form to update Shareholder Information' available with our RTA Bigshare Services Private Limited and send the same to RTA. In respect of Members holding equity shares in demat form and would like to intimate changes or update the records shall send their request to their Depository Participant(s) at the earliest, since the details as would be furnished by the Depository Participant(s) as on 23rd September, 2021 will be considered by the Company.
7. Nomination: Members holding equity shares in physical form and who have not yet registered their nomination are requested to register the same with the Company's RTA and Members holding equity shares in demat form are requested to send their nomination to their Depository Participant(s).
8. Electronic Dissemination of Notice & Annual Report: Electronic copy of the Annual Report for FY2021-22 and Notice of 38th AGM are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. Members who have not registered their e-mail IDs may get the same registered by following the instruction mentioned at (i) above. In accordance with the MCA Circulars and relaxation granted by SEBI Circular, hard copy of the Annual Report for FY2021-22 and Notice of 38th AGM will neither be posted nor made available through courier delivery. Members may also note that the Annual Report for FY2021-22 and Notice of 38th AGM of the Company are available on the Company's website, <https://www.starlog.in/>.
9. Inspection of Documents: Any member who wish to inspect the register of the company shall put up the request for the same to the company post AGM on [hq@starlog.in](mailto:hq@starlog.in) / [cs@starlog.in](mailto:cs@starlog.in)
10. Member Queries with Respect to Annual Report or Businesses as Stated in the Notice of 38th AGM:
  - (i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for FY2021-22 or have questions with regard to the financial statements and the matters to be placed at the 38th AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to [hq@starlog.in](mailto:hq@starlog.in) at least 48 hours in advance before the start of meeting i.e., by 28th September, 2022 before 4.00 PM (IST).
  - (ii) Members who wish to ask questions at the AGM may register themselves as a 'Speaker' by registering themselves with the Company by sending their request and questions by providing their name, demat account number/folio number and mobile number from their registered e-mail ID to [hq@starlog.in](mailto:hq@starlog.in) between 20th September, 2022 to 25th September, 2022. Those members who have registered themselves as speaker will only be allowed to ask questions during the AGM, depending on availability of time. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - (iii) In case of any query during the meeting, Members may utilize the 'Q&A' option available in the meeting room, and post questions along with their details (DPID/Client ID/ Folio No), registered e-mail ID and mobile number, to enable the Company to respond to their queries either at the meeting, if time permits, or subsequent to the meeting.

**Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly.**



11. Route Map: Route map for the venue of the 38th AGM is not available since the meeting is being held through VC facility.

12. E-voting:

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM). Necessary arrangements have been made by the Company with NSDL to facilitate Remote e-voting as well as e-voting in the AGM to be held through VC facility. Shareholders shall have an option to vote either through Remote e-voting or voting through electronic means in the AGM. The Company has appointed Mr. Shivang Goyal - Shivang G Goyal & Associates (Membership No. FCS 11801 and Certificate of Practice No. 24679) as the Scrutinizer for scrutinizing the Remote e-voting process as well as voting in the AGM in a fair and transparent manner.
- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholder/ Beneficial Owner as on the 'cut-off date' i.e., 23<sup>rd</sup> September, 2022.
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depository Participant(s) as on the cut-off date only shall be entitled to avail the facility of Remote e-voting or voting at the AGM.
- Any person who becomes a shareholder of the Company after sending of the Notice and Annual Report FY 2022 and holds equity shares as on the cut-off date shall also follow the same procedure as is mentioned in point (p) of this Notice. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
- The procedure for e-voting on the day of the AGM is same as the remote e-voting instructions provided under Annexure-2 to this Notice.
- Members present at the 38th AGM through VC facility and who have not casted their vote on resolutions set out in the 38th AGM Notice through remote e-voting, and who are not otherwise barred from doing so, shall be allowed to vote through e-voting facility during the 38th AGM. However, the Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
- A shareholder can opt for only one mode of voting i.e., either through Remote e-voting or voting at the AGM. If a shareholder cast votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of joint-holders attending the AGM through VC Facility, only such joint-holder who is higher in the order of names will be entitled to vote.

13. E-Voting Instructions: Shareholders are requested to follow the instructions as mentioned in Annexure-2 to this Notice, to cast their vote through e-voting.

14. Declaration of Voting Results: The Scrutinizer after the conclusion of AGM will submit his report of the total votes cast in favor or against and invalid votes, if any, to the Chairman of the Company or the person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of the conclusion of the AGM to the Stock Exchanges as required under Regulation 44(3) of the SEBI Listing Regulations.





The results declared along with the Scrutinizer's report, will be posted on the Company's website, <https://www.starlog.in/> and on the website of NSDL, <https://www.evoting.nsdl.com/> and will also be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result and simultaneously will be forwarded to BSE Limited.

15. The Annual Report is available on the website of the Company i.e., on <https://www.starlog.in/> for download purposes. The Register of Director's Shareholding & Key Managerial Personnel maintained under Section 171 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

**By order of the Board of Directors  
For Starlog Enterprises Limited**

SD/-

**Pranali A Sulakhe**  
**Company Secretary**  
Place: Mumbai  
Date: 08.09.2022



**STATEMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE THIRTY-EIGHT ANNUAL GENERAL MEETING:**

<b>NAME OF DIRECTOR</b>	<b>MR. VISWANATHAN SHANKAR</b>
Date of Birth	17/05/1961
Date of appointment/re-appointment	30/09/2022 (AGM Date)
Qualification	B.E. Mechanical, MTech
Experience and Expertise in Specific Functional area	Mr. Viswanathan Shankar is having experience of around 34 1/2 years in port operations, planning of procurements, projects planning, Execution and commissioning. Apart from this general administration he also has expertise in ports. He has worked with Companies like Chennai port Authority and Mormugao Port Authority as Superintending Engineer and Materials Manager (DyHOD) and worked as Chief Mechanical Engineer ( i/c ) and Chief Engineer (i/c ) with Mormugao Port Authority.
Directorships held in other companies	Nil
Committee positions held in other companies	Nil
No. of shares held in Starlog Enterprises Limited	Nil
Nature of Relationship	NA



NAME OF DIRECTOR	MS. MITA JHA
Date of Birth	01/02/1968
Date of appointment/re-appointment	30/09/2022 (AGM Date)
Qualification	<ul style="list-style-type: none"> <li>• MBA from Hull University, UK</li> <li>• Master's Degree in Industrial Relations &amp; Personnel Management (MIRPM)</li> <li>• B.A Hons. (Political Science),</li> </ul>
Experience and Expertise in Specific Functional area	She has expertise in leadership experience at senior level in diverse industries viz. mining & metals, packaging, healthcare, advertising, financial services and steel. Been a board member having 27+ years of expertise in HR domain, Organization Strategy, Culture Building, Leadership Development, Change Management and Business Excellence.
Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Brady &amp; Morris Engineering Co. Limited</li> <li>2. Sharp Mint Limited</li> <li>3. Responsive Industries Limited</li> <li>4. Balasore Alloys Ltd</li> <li>5. Axiom Cordages Limited</li> <li>6. Asian Hotels (North) Limited</li> </ol>
Committee positions held in other companies	<p>➤ <u>Audit Committee:</u></p> <ul style="list-style-type: none"> <li>• Balasore Alloys Ltd-Member</li> <li>• Brady &amp; Morris-Member</li> <li>• Responsive Industries Ltd-Member</li> <li>• Axiom Cordages Ltd-Member</li> </ul> <p>➤ <u>Stakeholders Committee:</u></p> <ul style="list-style-type: none"> <li>• Brady &amp; Morris-Member</li> <li>• Balasore Alloys Ltd- Chairman</li> </ul> <p>➤ <u>Nomination and Remuneration Committee:</u></p> <ul style="list-style-type: none"> <li>• Brady &amp; Morris-Member</li> <li>• Axiom Cordages Ltd-Member</li> <li>• Balasore Alloys Ltd- Chairman</li> <li>• Responsive Industries Ltd- Chairman</li> </ul>
No. of shares held in Starlog Enterprises Limited	Nil
Nature of Relationship	NA

**By order of the Board of Directors**  
**For Starlog Enterprises Limited**  
**SD/-**  
**Pranali A Sulakhe**  
**Company Secretary**  
 Place: Mumbai  
 Date: 08.09.2022

**ANNEXURE-1 TO NOTICE**

**EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The Following Statement sets out the material facts relating to Special Business of the accompanying Notice:

**Regularisation of Mr. Viswanathan Shankar (DIN 09605508).**

The brief profile of Viswanathan Shankar (DIN 09605508), Independent Director seeking continuation of Directorship as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure requirements), 2015 and Secretarial Standard – (SS-2) on General Meetings are given as below: -

Mr. Viswanathan Shankar (DIN 09605508), (61), is a Non-Executive Independent Director of the Company. He joined the Board of the Company on 05<sup>th</sup> July, 2022 and serving as an Independent Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee from the FY 2022-23.

He is qualified in Bachelors of Engineering (B.E. Mechanical) and Master of Engineering (MTech) and having overall experience of around 34 1/2 years in port operations, planning of procurements, projects planning, Execution and commissioning. Apart from this general administration he also has expertise in ports. He has worked with Companies like Chennai port Authority and Mormugao Port Authority as Superintending Engineer and Materials Manager ( DyHOD ) and worked as Chief Mechanical Engineer ( i/c ) and Chief Engineer (i/c ) with Mormugao Port Authority.

**Regularisation of Ms. Mita Jha (DIN 07258314).**

The brief profile of Ms. Mita Jha (DIN 07258314), Independent Director seeking continuation of Directorship as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure requirements), 2015 and Secretarial Standard – (SS-2) on General Meetings are given as below: -

Ms. Mita Jha (54), is a Non-Executive Independent Director of the Company. She joined the Board of the Company on 09<sup>th</sup> August, 2022 and serving as an Independent Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee from the FY 2022-23.

She has qualified MBA from Hull University, UK Secured Distinction A Gold Medallist in MBA at Hull University, U.K, the only one amongst 62 MBAs from 16 different countries. Also holds a First-Class Master's Degree in Industrial Relations & Personnel Management (MIRPM) Nagpur University, India, and a First-Class B.A Hons. (Political Science), Patna University, India





Currently she is on Board Membership (Independent Director) in 6 Limited Companies. She was an active member of CSR, Audit, Nomination and Remuneration Committee. Having an overall experience of around 28 years in in HR domain, Organization Strategy, Culture Building, Leadership Development, Change Management and Business Excellence

She has worked with Companies like Balasore Alloys Limited as Independent Director, Amcor Flexibles India Pvt Limited as Director, VLCC Health Care Limited as Vice President & Head Human Resources, Triumph International as Head Human Resources India & Sri Lanka, Global Steel Holdings Limited as Director- Human Resources, Franklin Templeton Asset Management (India) Private Limited as Vice President & Head - Human Resources & Corporate Affairs, EURO RSCG Advertising Pvt Ltd as General Manager Human Resources, India

### **ANNEXURE-2 TO NOTICE**

#### **REMOTE E-VOTING INSTRUCTIONS AND PROCEDURE FOR ATTENDING THE AGM THROUGH VC FACILITY**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the



Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.starlog.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 27th September, 2022 at 09:00 A.M. and ends on 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





##### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b>

	<p>i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on NSDL to cast your vote.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at  <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**





1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shivanggoyal@sgga.in](mailto:shivanggoyal@sgga.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([hq@starlog.in](mailto:hq@starlog.in)/[cs@starlog.in](mailto:cs@starlog.in)).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([hq@starlog.in](mailto:hq@starlog.in)/[cs@starlog.in](mailto:cs@starlog.in)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

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1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([hq@starlog.in](mailto:hq@starlog.in) / [cs@starlog.in](mailto:cs@starlog.in)). The same will be replied by the company suitably.



**DIRECTORS' REPORT**

**Dear Shareholders,**

Your Directors have pleasure in presenting the Thirty-Eight (38th) Annual Reports together with the audited statement of accounts for the financial year ended on 31st March, 2022.

**Financial Results**

The performance of the Company for the financial year ended on 31<sup>st</sup> March, 2022 on standalone basis is summarized below:

(₹ in Lakhs)

Particulars	Standalone	
	2021-22	2020-21
Gross Receipts	2,125.39	2,539.05
Gross Profit before Interest and Depreciation	368.26	1049.76
Less: Finance Cost	2,439.71	2,604.21
Less: Depreciation	879.22	1,128.42
Loss Before Tax	(2,950.67)	(2,682.87)
Add/(Less): Tax Expense	0.00	0.00
Exceptional Item	279.22	(371.02)
Loss After Tax	(2,671.45)	(3,053.89)
Add: Opening Balance in Profit & Loss Account	(20,257.19)	(17,203.30)
Closing Balance of Profit & Loss Account	(22,928.64)	(20,257.19)

**Brief Profile of the Company**

Starlog Enterprises Limited, with its humble beginning as a crane rental Company in 1983, has rapidly expanded to become one of India's foremost infrastructure solution providers. In the crane rental business, Starlog owns and operating cranes up to 600 MT capacity. There are plans to further enhance the range and limits of our capacity to meet India's growing needs for energy, infrastructure and natural resources. Starlog, on its own and in collaboration with global Port and Logistic providers, has participated in several infrastructure projects all over the country.

Financial Year 2021-2022 turned out to be another challenging year for the Indian Economy, marked by intensified uncertainty and volatility due to the COVID pandemic. The Central Government took several path-breaking initiatives across the areas of healthcare, infrastructure, social welfare and digital, to support various sections of the economy during the turbulent times which helped accelerate the pace of Sumption of economic activities over the year.

**Operating Results and Business Review**

FY 2021-22 turned out to be another challenging year for the Indian economy, marked by heightened uncertainty and volatility due to the COVID pandemic. The year began with the second wave of the pandemic having a devastating socio-economic impact in the country followed by a sharp drop in its intensity, which aided smart recovery in economic activity that reached pre-pandemic levels towards the end of the second



quarter. Even as economic prospects started looking up, the country was hit hard by the third wave with new cases rising exponentially across major cities and halting the recovery momentum. Just as the third wave had abated in India, geopolitical tensions in Europe sparked off a fresh round of uncertainty in the operating environment.

The prolonged shutdowns, supply chain disruptions had negative impact on human lives and has pushed governments and business to unprecedented turmoil. As an outcome of the Company's restless pursuit to deliver services to its customers, Financial Year 2021-2022 was the year of resilience. The Company significantly improved its financial performance. The resilience was evident in financial and operational parameters. The Company has successfully repaid/settled loans of 5 (out of 8) lenders and obtained "No Dues" from the lenders.

During the year under review, your Company recorded Gross Receipts of ₹ 2,125.39 lakhs vis-à-vis ₹ 2,539.02 Lakhs in the previous year. Your Company has recorded net loss of ₹ 2,671.45 Lakhs vis-a-vis a net loss of ₹ 3,053.89 Lakhs in the previous financial year.

### **Dividend**

Your Directors have not recommended any dividend on Equity Shares for the year under review.

### **Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### **Significant and Material Orders passed by the Regulators or Courts**

During the year under review, no significant and material orders were passed by any regulatory authority or courts.

### **Extract of Annual Return**

Pursuant to Section 134(3) (a) and Section 92(3) of Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure A**" to this Report. Additionally, the Company has also placed a copy of annual return of the financial year 2021-22 on its website at <https://www.starlog.in/financials/annual-reports/>.

### **Board Meetings and Attendance**

Serial No. of meeting	Date of meeting	Serial No. of meeting	Date of meeting
1	09 <sup>th</sup> April, 2021	7	15 <sup>th</sup> November, 2021
2	28 <sup>th</sup> April, 2021	8	08 <sup>th</sup> February, 2022
3	30 <sup>th</sup> June, 2021	9	14 <sup>th</sup> February, 2022
4	16 <sup>th</sup> July, 2021	10	03 <sup>rd</sup> March, 2022
5	14 <sup>th</sup> August, 2021	11	21 <sup>st</sup> March, 2022
6	08 <sup>th</sup> September, 2021		

The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.



Other Additional details of the Directors, their meetings, attendance etc. have been given in the Corporate Governance Report (**Annexure -D**) which forms a part of this Annual Report.

#### **Details of Directors / Key Managerial Personnel Appointed or Resigned During the Year**

Resignation of Mrs. Amita Chawan with effect from 07<sup>th</sup> February, 2022 and appointment of Mr. Kunal Lahariya from 08<sup>th</sup> February, 2022 as a CFO of the Company

Resignation of Mr. Subramanian Natarajan with effect from 15.04.2022 as Independent Director of the Company.

Mr. Viswanathan Shankar joined the Board as Independent Director of the Company with effect from 05.07.2022 and Ms. Mita Jha joined the Board as Independent Director with effect from 09.08.2022.

The Companies Act, 2013 requires meeting of Independent Director once in a year without presence of the executive Directors, Non-Executive Directors, Management or Promoter of the Company. During the year under review, Independent Directors have met once on 20.03.2022.

The Nomination and Remuneration Committee and the Board of Directors have carried out the annual performance evaluation of all the Directors including Independent Directors, Non-executive non-Independent Directors and Managing Director and the Board as a whole.

#### **Declaration given by Independent Directors under Section 149(6) of the Companies Act, 2013**

All Independent Directors of the Company have given their respective declaration as required under Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

#### **Board Evaluation**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board has carried out a formal review for evaluation of its own performance and the directors individually. The performance of the Board was evaluated on the basis of criteria such as the Board composition and structure, effectiveness on processes, participation in assessment of annual operating plan, risks etc. The individual directors are evaluated on factors like leadership quality, attitude, initiatives and responsibility undertaken, decision making, commitment and achievements during the financial year.

In a separate meeting of Independent Directors performance of Non-Independent Directors, performance of the Board as a whole and performance of Chairman was evaluated.

#### **Nomination and Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said Nomination & Remuneration Policy is provided under the Corporate Governance Report.

#### **Directors' Responsibility Statements:**

Pursuant to the requirements under Section 134(3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:



- i) in the preparation of the Annual Accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and there is no material departure from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the loss of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts for the year ended on March 31, 2022 on a going concern basis;
- v) the internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Reporting Of Frauds**

Pursuant to the provisions of Section 134(3) (ca) of Companies Act, 2013, it is hereby confirmed that during the year 2019-20 there have been no frauds reported by the auditors.

### **Auditors' Appointment/Ratification**

M/s. Gupta Rustagi & Co (ICAI Firm Registration NO. 128701W) is appointed as statutory auditors for a period of Five (5) years. Therefore, M/s. Gupta Rustagi & Co, continues to hold the office as statutory auditors of the Company for the year 2021-2022.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Shivang Goyal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “Annexure B”.

### **Related Party Transactions**

In terms of the SEBI (LODR) Regulations, 2015, the Board of Directors of your Company has approved Related Party Transactions Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link <http://www.starlog.in/html/Corporate.html>

All related party transactions are presented to the Audit Committee for approval. A statement of all related party transactions is presented before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of transactions. Since all related party transactions entered into by the Company were in ordinary course of business and were on an arms length's basis, Form AOC-2 is not applicable to Company. Further, Related Party Transactions / disclosures are detailed in note no. 35 of the notes to financial statements.



### **Business Risk Management**

Pursuant to the requirement of Section 134(3) (n) of the Companies Act, 2013, a risk management policy has been framed by the Company indicating the identification of risk related to the business of the Company which may threaten its existence. This policy defines the risk management approach across the organization at various levels including documentation and reporting.

### **Vigil Mechanism/Whistle Blower Policy**

The Company has framed a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any. The details of the policy are explained in the Corporate Governance Report and also posted on the website of the Company. The Vigil Mechanism enables the Directors, employees and all stakeholders of the Company to report genuine concerns and provides for adequate safeguards against victimization of person who use Vigil Mechanism and also makes provision for direct access to the Chairman of the Audit Committee.

### **Committees of The Board**

The Details regarding Committees of the Board are mentioned in Corporate Governance Report.

### **Familiarization Programme of Independent Directors**

Your Company has framed various programs to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc. Your Company aims to provide its Independent Directors, insight into the Company to enable them to contribute effectively. The Company schedules regular meetings for Independent Directors. During these meetings, comprehensive presentations are made on the various aspects such as business models, new business strategies and initiatives by business leaders, risk minimization procedures, recent trends in technology, changes in domestic/overseas industry scenario, digital transformation, and other regulatory regime affecting the Company. These meetings also facilitate Independent Directors to provide their inputs and suggestions on various strategic and operational matters directly to the business. The details of the familiarization Programme are also available on the website of the Company at <http://www.starlog.in/html/Corporate.html>

### **Consolidated Financial Statements**

The Annual Audited Consolidated Financial Statements are based on the Financial Statements received from subsidiaries as approved by their respective Board of Directors and have been prepared in accordance with Indian Accounting Standards (Ind AS) which have been notified by the Ministry of Corporate Affairs on February 16, 2015 and form part of this Annual Report.

### **Corporate Governance**

In accordance with Schedule V of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and the provisions of the Companies Act, 2013, a separate Section on Corporate Governance Report together with a certificate from the Company's Auditors confirming compliance and Management Discussion Analysis Report are forming part of this Annual Report.



### Material Changes and Commitments

There have been no material changes and commitment affecting the financial position of the Company during the financial year 2021-2022.

### Report on the Performance and Financial Position of each of the Subsidiaries, Associates and Joint Venture Companies in terms of Rule 8(1) of Companies (Accounts) Rules, 2014

In accordance with the provisions of Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Accounting Standard (AS)-21 on Consolidated Financial Statement, the Audited Consolidated Financial Statement forms part of the Annual Report. The statement containing the salient features which is required to be given in Form AOC -1 are provided under notes to the Consolidated Financial Statement of the Company. Hence not repeated for the sake of brevity. As on 31st March, 2022, the Company had the following Subsidiaries / Joint ventures / Associate Company:

#### Subsidiaries

The Company has the following subsidiaries:

1. Starlift Services Private Limited
2. Kandla Container Terminal Private Limited
3. Starport Logistics Limited
4. India Ports & Logistics Private Limited (through Starport Logistics Limited)
5. ABG Turnkey Private Limited (through Starport Logistics Limited)
6. Dakshin Bharat Gateway Terminal Private Limited (through India Ports & Logistics Private Limited)

The following are Associates and Jointly controlled venture of the Company:

1. ALBA Asia Private Limited\*
2. Haldia Bulk Terminals Private Limited\*
3. ALBA Marine Private Limited\*
4. Vizag Agriport Private Limited\*
5. South West Port Limited

\*These entities are Joint ventures between Starport Logistics Limited and M/s Louis Dreyfus Armateurs SAS ("LDA"). Further details to the same are given in note no. 36 to the financial statements.

**West Quay Multiport Private Limited** is not the fellow Subsidiary of Starport Logistics Limited, as Starlog hold 5100 Equity share in WQMPL as against the 4900 of equity shares held by Alba in WQMPL. Additionally, Alba holds 7,07,46,700 preference shares (100% preference share capital) {As per Companies Act 2013, if dividend is not paid consecutively for 2 years Preference Shareholder gets the Voting Rights} in WQMPL. To be qualified for subsidiary the "Voting Shares" and not merely Equity Shares need to be considered. Therefore, while taking the cumulative Voting Shares in WQMPL into consideration, the Voting Shares held by Starlog in WQMPL is mere 0.008% (as against the mandatory requirement of more than 50% voting shares to qualify as a subsidiary), whereas the voting shares held by Alba stands at 99.992%. Therefore, WQMPL, whilst clearly a Subsidiary of Alba, cannot be said to be a Subsidiary of Starlog and fellow Subsidiary of Starport.

### Particulars of Loans, Guarantees or Investments by The Company





The Company has given loans covered under the provisions of Section 186 of the Companies Act, 2013. The details of the loans or investments made by Company are given in the Notes to the financial statements.

### **Fixed Deposit**

Your Company has not accepted any Fixed Deposits within the meaning of Sections 73 of the Companies Act, 2013 from the public during the financial year ended on 31st March, 2022.

### **Explanation and Comments on Emphasis made by Auditors**

The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

### **Disclosure about Cost Audit**

Cost Audit is not Applicable to the Company.

### **Ratios of Remuneration to Each Director**

The disclosure pertaining to remuneration and other details as required to be furnished pursuant to Section 197 (12) read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are as follows:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended on 31st March, 2022 is 8:1
- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year -**NIL**
- c. The percentage increase in the median remuneration of employees in the financial year is **NIL**
- d. The number of contractual & permanent employees on the rolls of Company: One Hundred and Twenty-Three (123)
- e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **NIL as no increase in remuneration was made to any managerial personnel during the year under review.**
- f. Affirmation that the remuneration is as per the remuneration policy of the Company: **The Board of Director affirms that remuneration is as per the Remuneration Policy of the Company.**

The statement containing particulars of top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Act read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as "**Annexure - E**".

### **Listing With Stock Exchange**

The Company confirms that it has paid the Annual Listing fees for the year 2021-2022 to Bombay Stock Exchange where the Company's Shares are listed.

**Issue of sweat equity shares/issue of shares with differential rights/issue of shares under employee's stock option scheme.**

The Company has not issued any sweat equity shares/ Issue of Shares with Differential Rights/ Issue of Shares under Employee's stock option scheme during the year under review i.e., 2021-22.

**Disclosure on purchase by company or giving of loan by it for purchase of its shares.**

The Company has neither purchased nor given any loan to anyone for purchase of its shares.

**Buy Back of Shares**

The Company has not considered any proposal for buyback of shares during the year under review.

**Management Discussion and Analysis**

As per the requirement of Regulation 34(2) and 53(f) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis of the events, which have taken place and the conditions prevailed, during the period under review, are enclosed in "Annexure-C" - to this Report.

**Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Considering the nature of business activities being carried out by the Company, the Directors have nothing to report regarding conservation of energy and technology absorption required to be furnished pursuant to Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of The Companies (Accounts) Rules, 2014. The information related to Foreign Exchange Earnings and Outgo is provided in the Notes to Accounts forming part of the Annual Report.

**Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed of during the year 2021-22.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

**Green Initiative**

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those

Members whose email addresses are available with the Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

**Acknowledgement**

As the global COVID-19 pandemic continues to put pressure on world economy, we acknowledge and thank all at the forefront fighting this pandemic and risking their lives for us. Our priority has been the safety of our employees, customers, vendors and strict adherence to government norms.



Your Directors would like to express their sincere appreciation for the support and co-operation extended by bankers, financial institutions, regulatory bodies, government authorities, shareholders and specifically the contribution made by the employees of the Company in the operations of the Company during the year under review. Your Directors look forward to their continued support.

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

SD/-

**Saket Agarwal  
Managing Director  
DIN: 00162608**

**Place: Mumbai  
Date: 08.09.2022**



**ANNEXURE-A**

**FORM NO. MGT.9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2022**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

<b>I. REGISTRATION AND OTHER DETAILS</b>	
<b>i) CIN</b>	L63010MH1983PLC031578
<b>ii) Registration Date</b>	15/12/1983
<b>iii) Name of the Company</b>	Starlog Enterprises Limited
<b>iv) Category / Sub-Category of the Company</b>	Public Company/Limited by Shares
<b>v) Address of the Registered office and contact details</b>	501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007 Tel: +91 22 69071234 Fax: +91 22 23687015
<b>vi) Whether listed company</b>	Yes
<b>vii) Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Bigshare Services Pvt. Ltd E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai-400072. Tel: +91 02262638200

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

<b>Sr. No.</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Crane Rental	439- Other specialised construction activities	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY/ASSOCIATE</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1	Starport Logistics Limited 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007	U63090MH2008PLC181450	Wholly Owned Subsidiary	100.00	2(87)(ii)
2	Starlift Services Private Limited 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007	U63010MH2003PTC140433	Subsidiary	84.99	2(87)(ii)



3	Kandla Container Terminal Private Limited 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007	U63012MH2006PLC162584	Wholly Owned Subsidiary	100.00	2(87)(ii)
4	ABG Turnkey Private Limited (through Starport Logistics Limited) 501, Sukh Sagar, N. S. Patkar Marg, Mumbai - 400007	U29268MH2009PTC195525	Wholly Owned Subsidiary	100.00	2(87)(ii)
5	India Ports & Logistics Private Limited (through Starport Logistics Limited) 141 Jolly Maker Chambers II Nariman Point, Mumbai - 400021	U29253MH2009PTC196894	Subsidiary	51.00	2(87)(ii)
6	Dakshin Bharat Gateway Terminal Private Limited (through India Ports & Logistics Private Limited) 141 Jolly Maker Chambers II Nariman Point, Mumbai - 400021	U61200MH2012PTC234977	Subsidiary	100.00	2(87)(ii)
7	ALBA Asia Private Limited 144, Jolly Maker Chambers II, Nariman Point Mumbai Mumbai City MH 400021 IN.	U63012MH2008PTC188282	Jointly Controlled Entity	50.00	2(6)
8	Haldia Bulk Terminals Private Limited 144, Jolly Maker Chambers II, Nariman Point Mumbai Mumbai City MH 400021 IN..	U29253MH2009PTC192574	Jointly Controlled Entity	26.00	2(6)
9	ALBA Marine Private Limited (Subsidiary of ALBA Asia Private Limited) 144, Jolly Maker Chambers II, Nariman Point Mumbai Mumbai City MH 400021 IN...	U74990MH2010PTC199707	Jointly Controlled Entity	50.00	2(6)
10	Vizag Agriport Private Limited (Subsidiary of ALBA Asia Private Limited) #3, C Wing 2 <sup>nd</sup> Floor, Amerchand Mansion, 16, Madame Cama Road, Colaba, Mumbai - 400039.	U74900MH2012PTC229472	Jointly Controlled Entity	50.00	2(6)



11	South West Port Limited Site Office Building, Berth No 5A & 6A, Mormugao Harbour, Goa South Goa GA 403803 IN	U45203GA1997PLC002369	Associate	26.00	2(6)
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#### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

##### i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individual/Hindu Undivided Family	77,11,000	0	77,11,000	64.44	77,11,000	0	77,11,000	64.44	0
(b)	Central Government	0	0	0	0	0	0	0	0	0
(c)	State Government (s)	0	0	0	0	0	0	0	0	0
(d)	Bodies Corp.	0	0	0	0	0	0	0	0	0
(e)	Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
(f)	Any Other	0	0	0	0	0	0	0	0	0
	<b>Sub-total (A)</b>	<b>77,11,000</b>	<b>0</b>	<b>77,11,000</b>	<b>64.44</b>	<b>77,11,000</b>	<b>0</b>	<b>77,11,000</b>	<b>64.44</b>	<b>0</b>
[2]	Foreign	0	0	0	0	0	0	0	0	0
(a)	NRIs Individuals -	0	0	0	0	0	0	0	0	0
(b)	Other Individuals -	0	0	0	0	0	0	0	0	0
(c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
(d)	Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
(e)	Any Other	0	0	0	0	0	0	0	0	0
	<b>Sub-total (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>





Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	77,11,000	0	77,11,000	64.44	77,11,000	0	77,11,000	64.44	0
<b>(B)</b>	<b>Public Shareholding</b>									
<b>[1]</b>	<b>Institutions</b>									
(a)	Mutual Funds	5,19,738	200	5,19,938	4.34	0	200	200	0.0017	(4.33)
(b)	Banks/FI	0	100	100	0	0	100	100	0	0
(c)	Central Government	0	0	0	0	0	0	0	0	0
(d)	State Government (s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	FIIIs	3,94,158	0	3,94,158	3.29	0	0	0	0	(100)
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
(j)	Others (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-total (B)(1):-</b>	<b>9,13,896</b>	<b>300</b>	<b>9,14,196</b>	<b>7.63</b>	<b>0</b>	<b>300</b>	<b>300</b>	<b>0.0025</b>	<b>(7.6275)</b>
<b>[2]</b>	<b>Non-Institutions</b>									
(a)	Individuals									
	Individual shareholders holding nominal share capital upto ₹. 2 lakhs	9,03,956	87,586	9,91,542	8.28	15,42,595	87,289	16,29,881	13.61	5.33
	Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	2,78,774	0	2,78,774	2.32	3,88,931	0	3,88,931	3.25	0.93
(b)	Others (specify)									
	Bodies Corporate	2,96,894	1,300	2,98,194	2.49	3,38,747	900	3,39,647	2.83	0.34



Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Non-resident Indian	19,339	600	19,939	0.165	58,780	600	59,380	0.49	0.33
	Clearing Members	7,982	0	7,982	0.06	58,780	600	59,380	0.04	(0.02)
	Overseas Bodies Corporate	15,00,000	0	15,00,000	12.53	15,00,000	0	15,00,000	12.53	0
	IEPF	37,567	0	37,567	0.31	37,567	0	37,567	0.31	0
	Hindu Undivided Family	2,07,791	0	2,07,791	1.73	2,94,476	0	2,94,476	2.46	0.73
	<b>Sub-total (B)(2):-</b>	<b>1,67,52,303</b>	<b>89,486</b>	<b>33,41,789</b>	<b>27.88</b>	<b>41,66,899</b>	<b>88,786</b>	<b>42,55,685</b>	<b>35.56</b>	<b>7.68</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>1,76,66,199</b>	<b>89,786</b>	<b>42,55,985</b>	<b>35.51</b>	<b>41,66,899</b>	<b>88,786</b>	<b>42,55,985</b>	<b>35.56</b>	<b>(0.05)</b>
	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	<b>Grand Total (A+B+C)</b>	<b>1,76,66,199</b>	<b>89,786</b>	<b>42,55,985</b>	<b>35.51</b>	<b>41,66,899</b>	<b>88,786</b>	<b>42,55,985</b>	<b>35.56</b>	<b>(0.05)</b>

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Saket Agarwal	77,11,000	64.44	0	77,11,000	64.44	0	0
	<b>Total</b>	<b>77,11,000</b>	<b>64.44</b>	<b>0</b>	<b>77,11,000</b>	<b>64.44</b>	<b>0</b>	<b>0</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change): **No Change**

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):



Sr. No.	Name of the Shareholder	Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	PSA India Pte Limited	15,00,000	12.53	15,00,000	12.53
2	Bhupendra Suryanarayan Avasthi	1,23,376	1.03	1,23,376	1.03
3	Raviraj Developers Ltd	1,02,196	0.85	1,02,196	0.85
4	Hasmukh Vashrambhai Patel	75,044	0.6271	66,644	0.55
5	Sushil Narendra Shah	67,000	0.5599	67,000	0.5599
6	Nitin Rungta (HUF)	57,987	0.4846	57,987	0.4846
7	Devangi Hasamukhbhai Patel	54,000	0.45	54,000	0.45
8	Hiral Shah	51,773	0.43	51,773	0.43
9	Atrun Fiscal Pvt Ltd	44,211	0.36	44,211	0.36
10	Tejash Finstock Private Limited	40,902	0.34	40,902	0.34

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Saket Agarwal	77,11,000	64.44	77,11,000	64.44
	Date of Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g., allotment / transfer/ bonus / sweat equity etc.	Nil	Nil	Nil	Nil
	Saket Agarwal	77,11,000	64.44	77,11,000	64.44

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
{Amount in lakhs}

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		-	-	
i) Principal Amount	9,091.84			9,091.84
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	7,547.74			7,547.74



Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Total (i+ii+iii)</b>	16,639.58	-	-	16,639.58
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	159.48			159.48
Net Change		-	-	
Indebtedness at the end of the financial year				
i) Principal Amount	8,060.08	-	-	8,060.08
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	8,420.02			8,420.02
<b>Total (i+ii+iii)</b>	16,480.10	-	-	16,480.10

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

{Amount in lakhs}

Sr. No.	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount
		Saket Agarwal	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	42.00	42.00
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify		
	Total (A)	42.00	42.00
	Ceiling as per the Act	₹ 60,00,000 as per provisions of Schedule V of the Companies Act, 2013	



B. Remuneration to other directors:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Subramanian Natarajan	Mr. Seshadri	
	Independent Directors			
	• Fee for attending board committee meetings	5,000	5,000	10,000
	• Commission	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil
	Total (1)	5,000	5,000	10,000
	Other Non-Executive Directors	Nil	Nil	Nil
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (2)	Nil	Nil	Nil
	Total (B) = (1 + 2)	5,000	5,000	10,000
	Total Managerial Remuneration	5,000	5,000	10,000
	Ceiling as per the Act	₹ 60,00,000 as per provisions of Schedule V of the Companies Act, 2013		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	4,63,417	6,17,008	10,80,425
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-		
2.	Stock Option	N.A.	Nil	N.A.	Nil
3.	Sweat Equity	N.A.	Nil	N.A.	Nil
4.	Commission	N.A.	Nil	N.A.	Nil
	- as % of profit				
	- others, specify...				
5.	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	4,63,417	6,17,008	10,80,425



**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

(Amount in ₹)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Suo motu application was made by the Company & its officers for compounding under Section 441 read with Section 96 is made to the ROC (Mumbai) for delay in conducting AGM for FY 2019-20. The Regional Director ROC has levied the penalty of Rs 150000 on the Company & Rs 75000 each on the MD and CFO of the Company. The Company and officers had paid the full penalty within the due date and received the Compounding Order.		
Punishment					
Compounding					
B. DIRECTORS & KMP					
Penalty			Suo motu application was made by the Company & its officers for compounding under Section 441 read with Section 96 is made to the ROC (Mumbai) for delay in conducting AGM for FY 2019-20. The Regional Director ROC has levied the penalty of Rs 150000 on the Company & Rs 75000 each on the MD and CFO of the Company. The Company and officers had paid the full penalty within the due date and received the Compounding Order.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					



**ANNEXURE - B****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March, 2022**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To

**The Members****M/s. Starlog Enterprises Limited**

CIN: L63010MH1983PLC031578

501, Sukh Sagar, N. S. Patkar Marg,

Mumbai – 400007

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Starlog Enterprises Limited (CIN: L63010MH1983PLC031578) (hereinafter called the “Company”)**. Secretarial Audit was conducted in accordance with the guidance note issued by the Institute of Company Secretaries of India (“ICSI”) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon given the COVID 19 Pandemic and the relaxations given by the Ministry of Corporate Affairs and other Regulatory Authorities in the Conduct of the Business of the Company during the year under review.

Our responsibility is to express an opinion on the secretarial records, standards, and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs in view of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering **1st April 2021 to 31st March 2022** (“The Reporting Period”) complied with the statutory provisions listed hereunder, as amended from time to time and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period **1st April 2021 to 31st March 2022** according to the applicable provisions of:



- i. The Companies Act 2013 and the Rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iv. Foreign Exchange Management Act, 1999 and the applicable rules and regulations made thereunder;
- v. The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (LODR)
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable)**.
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable).
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **(Not Applicable)**.
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients.
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable)**.
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable)**
- vi. The laws as no specific Law applicable to the Company.
- vi. We have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

1. *There was a delay of 1 day & 16 days by the Company in the submission of its Consolidated Financial Results for the quarter ended March 31, 2021, and for the half year ended September 30, 2021, with BSE*



*Limited in terms of Regulation 33(3) of LODR.*

*However, the Company has complied with Regulation 33(3) of LODR by filing its Consolidated Financial Results for the quarter that ended March 31, 2021, to the Stock Exchange and paid the imposed penalty for the delay.*

2. *There was a delay of 11 days by the Company in disclosing the related party transactions on a consolidated basis as per terms of Regulation 23(9) of the LODR for the half year ended March 31, 2021, and for that a fine of Rs. 1,53,400 has been levied by BSE.*

*However, the Company has complied with Regulation 23(9) of the LODR by filing the disclosures of related party transactions on a consolidated basis to the Stock Exchange for the half year ended March 31, 2021, and paid the penalty for the delay.*

3. *There was a delay of 84 days Company in the submission of Initial Disclosure as on 31.03.2021 to be made as not a Large Corporate entity under SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.*

*However, the Company has given the said disclosure as on 23.07.2021 to the Stock Exchange and complied with the submission. No penalty was levied by the Stock Exchange.*

4. *Pursuant to section 134 sub-section (3) Board of Directors, has not explained in their Board Report wrt the qualifications made by the Practicing Company Secretary in the Secretarial Audit Report for the Financial Year 2021.*
5. *The Company has not submitted a Statement of Impact of Audit Qualifications for its Consolidated Financial Statement for Financial Year 2019-20 and Financial Year 2020-21 in terms of Regulation 33 (3) (d) of LODR*

*However, the Company has complied with Regulation 33 of the LODR by filing a Statement of Impact of Audit Qualifications for its Consolidated Financial Statement for Financial Year 2019-20 and Financial Year 2020-21 to the Stock Exchange on 22.03.2022*

6. *The company has failed to take a special resolution for the continuation of a non-executive director i.e., Kumkum Agarwal who has attained the age of 75 years in terms of Regulation 17(1A).*

*However, in Annual General Meeting for FY 2021 of the Company held on 30.09.2021 a shareholder's approval was taken through special resolution for continuation a non-executive director Kumkum Agarwal who has attained the age of 75 years in terms of Regulation 17(1A).*

7. *The Company has not filed 2 (Two) e-forms with ROC i.e., DPT-3 & MGT-14 wrt Directors Report and Financial Statement.*
8. *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 in terms of Regulation 24 of LODR in respect of the 3 unlisted material subsidiaries.*
9. *The Company was having 3 unlisted material subsidiaries i.e., Starlift Services Private Limited, India Ports & Logistics Private Limited, and 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 in terms of Regulation 24 of LODR.*



10. *Due to Covid-19 restrictions and precautions, the management of the Company through the Management Representation letter received in the month of April 2022, has confirmed that they have maintained the Structured Digital Database in terms of Regulation 3 of SEBI PIT.*

*However, after the lockdown was uplifted and during the course of the Secretarial Audit, we have not found any system or software in terms of Regulation 3 of SEBI PIT.*

*Thus, the listed entity has not maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.*

**We further report that** the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and Non-Executive Directors. The composition of the Board of Directors during the period under review was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the year under review, there have been no events or actions that had a major bearing on its affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

**Shivang G Goyal & Associates**

**Practicing Company Secretaries**

SD/-

**Shivang Goyal**

**Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**ICSI Unique Code: S2021MH811600**

**Peer Review: 2074/2022**

**UDIN: F011801D000916309**

**Date: 05-09-2022**

**Place: Fort, Mumbai**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**“Annexure A”**

To,

**The Members**

**Starlog Enterprises Ltd**

501, Sukh Sagar, N. S. Patkar Marg,

Mumbai City Maharashtra 400007

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct fact is reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules, and regulations and the happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedure on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Shivang G Goyal & Associates**

**Practicing Company Secretaries**

**SD/-**

**Shivang Goyal**

**Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**ICSI Unique Code: S2021MH811600**

**Peer Review: 2074/2022**

**UDIN: F011801D000916309**

**Date: 05-09-2022**

**Place: Fort, Mumbai**

**ANNEXURE “C”****MANAGEMENT DISCUSSION & ANALYSIS****GLOBAL ECONOMY OVERVIEW**

Compounding the damage from the COVID-19 pandemic, the Russian invasion of Ukraine has magnified the slowdown in the global economy, which is entering what could become a protracted period of feeble growth and elevated inflation, according to the World Bank’s latest Global Economic Prospects report. This raises the risk of stagflation, with potentially harmful consequences for middle- and low-income economies alike. Global growth is expected to slump from 5.7 percent in 2021 to 2.9 percent in 2022- significantly lower than 4.1 percent that was anticipated in January. It is expected to hover around that pace over 2023-24, as the war in Ukraine disrupts activity, investment, and trade in the near term, pent-up demand fades, and fiscal and monetary policy accommodation is withdrawn. As a result of the damage from the pandemic and the war, the level of per capita income in developing economies this year will be nearly 5 percent below its pre-pandemic trend. Among emerging market and developing economies, growth is also projected to fall from 6.6 percent in 2021 to 3.4 percent in 2022-well below the annual average of 4.8 percent over 2011-2019.

**COMPANY PERFORMANCE**

The Company operates in the business of crane hire of crawler and tyre mounted cranes. During the year under review the performance of the Company improved. The Company has a sizeable inventory of cranes with lifting capacity up to 600 MT. The Company has distinct business in its separate subsidiaries and associates such as port business.

**INDIAN ECONOMY OVERVIEW**

Just when uncertainties associated with the COVID-19 pandemic were declining, the Russia-Ukraine crisis escalated. Consequently, India’s growth outlook appears to have clouded. Crude oil prices are lingering above US\$100 per barrel, and wheat and cereal prices have gone up several times-all of which are critical imports from the two warring nations. India also partly meets its fertilizer needs from the region. For India, which has been battling inflation for a while now, this situation is making matters worse. Higher fuel and fertilizer prices will reduce government revenues and increase subsidy costs. Furthermore, capital outflows and rising import bills will weigh on the current account balance and currency valuation. With economic momentum resuming, and the long-term advantages of supply-side reforms in the works, the Indian economy is poised to grow at a considerable pace. According to IMF’s World Economic Outlook (October 2021 edition), India’s nominal GDP, measured in nominal USD market exchange rate is estimated at USD 3,515 Bn in 2023 (FY24), accounting for 3.3% of global GDP and making it the sixth largest economy in the world. When measured in purchasing power parity (PPP) terms, India is estimated to be the third largest economy at PPP USD 12,387 Bn in 2023. FY23 is expected to be the first normal year after the onslaught of COVID-19 which virtually eliminated a meaningful increase in economic output during the two-year period up to FY21. India’s per capita nominal GDP is estimated to grow by 16% in FY22 to INR 16,95,743 (USD 2,282.34) after suffering a contraction of 2.4% in FY21.

**SECOND WAVE HURDLE**

While ratings agencies had earlier projected India’s economy to register double-digit growth in FY22, the second wave of the pandemic and subsequent local lockdowns have led to downward revisions in growth estimates. Most economists suggest that the worst impact of the second wave will be felt during the first quarter of FY22. It is worth mentioning that Moody’s has lowered its original FY22 growth forecast for India to 9.3 per cent, while Barclays has cut its growth estimate for the country to 9.2 per cent.





While India has the possibility of registered double-digit growth on a lower base in FY22, experts indicate that it will depend on key factors such as demand revival and reopening key economic activities.

## **OPPORTUNITIES AND THREATS**

The Company is also engaged in port development business through subsidiaries and associates. The Indian ports sector is poised for significant growth driven by growth in exports and increasing domestic consumption. The Government of India accords high priority to development of ports through Public Private Participation.

The Central Government's emphasis on the renewable energy more particularly on wind power generation and solar energy will bound to increase the demand for the crane rental business. In view of the increased investments in the renewable energy sector and upcoming projects in refinery and gas, cement, power and steel sector, the company expects increase in demand and rental for the cranes. Your Company has been providing heavy lift, plant erection and maintenance services to various large-scale projects. Your Company has maintained a good track record in terms of effective deployment of cranes at competitive rates with due regard to time schedule as well as safety and efficiency in operations.

The growth of crane rental business could be constrained due to the high capital cost required in large scale projects. Furthermore, there may not be suitable cranes available for specific jobs. There is also a going concern for safety of cranes at work sites. The Company's operations may get affected on account of increase in competition in crane hiring business and delays in receivables.

## **RISKS AND CONCERNS**

### **Covid -19 Risk**

The Financial Year 2020-21 unfolded as the year of recovery, although the pandemic's grip continued over the course of the year. The year ended with downside impacts, such as emergence of the Omicron variant that held back a broader recovery. With slightly receding impact of COVID, the global GDP tread on the path towards, recovery, growing at an estimated rate of 5.9% in the financial year 2020-21 from -3.1% in the previous year.

The Management has initiated utmost priority to safe and clean operations at its office. COVID-19 specific arrangements such as undertaking sanitization, thermal screening and social distancing across all the offices to keep employees safe. The Company has also provided adequate health insurance coverage to its employees.

The Company operates in domestic market and can be affected by unprecedented general crisis like the COVID-19 pandemic. This pandemic lead to a significant downturn in the global economy and substantial curtailment of business activities worldwide. There remains the possibility that this crisis or a similar public health treat, could substantially affect the businesses financial condition and operations. To mitigate the risk of disruptions, alternative procurement strategies have been considered. The Company is also exploring various contractual remedies to deal with the situation. The above steps taken along with other measures, will help the organization to be resilient and help weather any major shocks.

### **Regulatory Risk**

Our Company is often required to obtain various licenses, approvals, permissions and registrations for operating, any changes in the regulations or norms by authorities might affect the operations of the Company. In light of various initiatives taken by Government of India to encourage logistics sector and make considerable Investment in this sector, we are likely to predict positive position in near future.

**Economic Risk**

The Present Global Economic conditions are major factor on which business sustainability is dependent, which in wider aspects have an impact on the Indian Economy as a whole.

**Market & Industry Risk**

In respect of crane rental business, issues of concern are inter-state movement of cranes and imposition of entry tax for transiting cranes. Delays in realization of payments from the Company's clients both in private and public sectors is a cause of concern. Payment of service tax on the basis of billing, is a drain on the cash flow of the Company. The demand for cranes will grow once the investments in Infrastructure Sector picks up but it will be challenging at prevailing low rental rates. In respect of ports business while port terminal capacity is going up, corresponding enhancements have not taken place in road and rail connectivity causing congestion due to slow evacuation. There is hope that the Government will ensure that the development of ports is matched with an efficient system of evacuation through proper development of railways and highways.

**Financial Risk**

Our Company operates in the business of cranes rental which is part of infrastructure sector, one of the core sectors of Indian economy. Thus, any changes in the capex shall have effect on our business operations and revenue generation.

**Liquidity Risk**

The principal source of liquidity of our Company is cash and cash equivalent being generated from the operations of the Company which shall have direct variation with the Company's operating profits.

**Interest Rate and Foreign Exchange Risk**

The Company has most of its borrowings in Indian Rupee at variable rates. It does not have significant foreign exchange risk.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The organization is well structured. The Company has adequate system of internal controls commensurate with size and the nature of operation. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions, proper authorization and ensuring compliance of corporate policies. The Company has an Audit Committee and it meets the Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. It also evaluates the Company's strategic risk management system and suggests risk mitigation measures for all the key operations.

**FINANCIAL PERFORMANCE REVIEW**

Financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The key highlights of financial performance of standalone business is as under:



- Total revenue from operations decreased to Rs.1,448.24 Lakhs as against Rs.1,813.73 Lakhs in the previous year, a decrease of 20.15%.
- Earnings before Interest, Depreciation, Amortization, Exceptional Items & Tax for the current year is Rs.368.27 Lakhs against Rs.1,044.76 Lakhs in the previous year, a decrease of 64.75%.
- (Loss) before Tax (LBT) and Loss after Tax (LAT) for the current year is Rs. (2,950.66) Lakhs and Rs. (2,671.45) Lakhs against Rs.(2,682.87) Lakhs and Rs.(3,053.89) Lakhs in the previous year - an increase of 9.98% and decrease of 12.52%.
- Earnings per share is Rs. (22.32) for the year under review.

## **INDUSTRIAL RELATIONS**

The industrial relation was harmonious and cordial throughout the year.

## **HUMAN RESOURCE DEVELOPMENT**

The Company has made serious efforts in identifying and employing a team of professionally qualified personnel to look after the technical, commercial and regulatory operations of the Company. Moreover, your Company is taking vigilant steps in developing Employees welfare policies for present and future staffs on the ground level as well as HO level. During the year employee relations have been cordial.

## **DISCLAIMER**

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.



**ANNEXURE D**

**REPORT ON CORPORATE GOVERNANCE**

*(As required under Regulation 34(3) & Schedule V of the SEBI (LODR) Regulations, 2015)*

**1. 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.

**2. Board Composition:**

The Board of Directors 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.

During the year under review, the Board consists of 4 Directors comprising of two Independent Directors and includes one Managing Director and one Whole-time Director.

The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Promoter Director	Saket Agarwal, Managing Director
Whole-time Director	Edwina Dsouza, Director
Independent Directors	Seshadri, Director
Independent Directors	Subramanian Natarajan, Director

- Mr. Subramanian Natarajan has resigned as Independent Director w.e.f. 15.04.2022
- Mr. Viswanathan Shankar appointed as Independent Director w.e.f. 05.07.2022
- Ms. Mita Jha appointed as Independent Director w.e.f. 09.08.2022

No Director is, inter se, related to any other Director on the Board, who are related to each other.

Independent Directors are paid sitting fees for attending Board Meetings. Other than that, non-executive directors do not have any pecuniary relationship with the Company.

None of the Directors on the Board are members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors.



The independent Directors of the Company had furnished a declaration at the time of their appointment and also annually that they qualify the conditions of their being independent. All such declarations are placed before the Board.

### **Number of Board Meetings & Attendance**

During the financial year ended March 31, 2020, Board of Directors met on Eleven (11) occasions on 09<sup>th</sup> April, 2021, 28<sup>th</sup> April, 2021, 30<sup>th</sup> June, 2021, 16<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 08<sup>th</sup> September, 2021, 15<sup>th</sup> November, 2021, 08<sup>th</sup> February, 2022, 14<sup>th</sup> February, 2022, 03<sup>rd</sup> March, 2022, 21<sup>st</sup> March, 2022.

The maximum interval between any two meetings was well within the maximum time gap allowed under the Companies Act, 2013 and SEBI Regulations. The Independent Directors meeting pursuant to Schedule IV of the Companies Act, 2013 was held on 20<sup>th</sup> March, 2022. The names of Directors, their category and their attendance at Board Meetings and last Annual General Meeting and number of directorships and committee memberships held by them in other companies are given below:

Name	Date of joining the Board	Attendance at Board Meeting		Attendance at AGM on 30.09.2021	No. of Directorships in other public companies <sup>1</sup>		No. of Committee positions held in other public companies <sup>2</sup>	
		Held	Attended		Chairman	Director	Chairman	Member
Mr. Saket Agarwal	11.06.1984	11	11	Yes	-	1	-	-
Mrs. Kumkum Agarwal*	31.03.2015	11	5	No	-	1	-	-
Mr. Seshadri	13.05.2019	11	11	Yes	-	-	-	-
Mr. Subramanian Natarajan**	12.01.2021	11	11	Yes	-	-	-	-
Mrs. Edwina Dsouza***	21.03.2022	1	0	No	-	-	-	-

1. The Directorships held by Directors as mentioned above excludes directorship in Private Limited Companies, Foreign Companies and Alternate Directorships and Companies registered under Section 8 of the Companies Act, 2013.
2. In accordance with SEBI (LODR) Regulations, 2015, Memberships/Chairmanships of only the Audit Committees and Stakeholder Relationship Committees in all public limited companies have been considered.
3. Other than Mr. Saket Agarwal no other director holds shares in the Company.
4. \* Mrs. Kumkum Agarwal has resigned as Director w.e.f. 14.03.2022
5. \*\* Mr. Subramanian Natarajan has resigned as Independent Director w.e.f. 15.04.2022
6. \*\*\* Mrs. Edwina Dsouza has been appointed w.e.f. 21.03.2022



## Board Meeting Procedure and Decision Making

In case of the matters requiring utmost priority and which can't be further postponed till the next schedule meeting, additional Board Meetings are convened to address such important matters. 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.

### 2. Board Committees:

Details of the Board Committees and other related information are provided hereunder:

#### Composition of Board Committees

<b>Audit Committee</b> <ul style="list-style-type: none"> <li>• Mr. S Natrajan (Independent Director and Chairman of Committee)</li> <li>• Mr. Seshadri (Independent Director)</li> <li>• Mr. Saket Agarwal (Executive Non Independent Director)</li> </ul>
<b>Stakeholder Relationship Committee</b> <ul style="list-style-type: none"> <li>• Mr. Seshadri (Independent Director and Chairman of Committee)</li> <li>• Mr. S Natrajan (Independent Director)</li> <li>• Mrs. Edwina Dsouza (Executive Wholetime Director)</li> </ul>
<b>Nomination &amp; Remuneration Committee</b> <ul style="list-style-type: none"> <li>• Mr. Seshadri (Independent Director and Chairman of Committee)</li> <li>• Mr. S Natrajan (Independent Director)</li> <li>• Mrs. Edwina Dsouza (Executive Wholetime Director)</li> </ul>

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

### Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting.

### Meetings of Board Committees held during the year and Director's attendance:

Board Committee	Audit Committee	Stakeholder Relationship Committee	Nomination & Remuneration Committee
Meetings held	7	1	3
Mr. Saket Agarwal	7	N.A.	N.A.
Mrs. Kumkum Agarwal*	NA	0	1
Mr. Seshadri	7	1	3
Mrs. Edwina Dsouza**	0	0	0
Mr. Subramanian Natarajan ***	7	1	3



- Mrs. Kumkum Agarwal has resigned as Non-Executive Non-Independent Director w.e.f. 14.03.2022.
- Mrs. Edwina Dsouza is appointed as Whole-time Executive Director w.e.f. 21.03.2022.
- Mr. Subramanian Natarajan has resigned as Independent Director w.e.f. 15.04.2022.
- Mr. Viswanathan Shankar appointed as Independent Director w.e.f. 05.07.2022.
- Ms. Mita Jha appointed as Independent Director w.e.f. 09.08.2022.

**Terms of Reference and other details of Board Committees**

**Audit Committee-Mandatory Committee**

**Composition of the Committee as on 31st March, 2022**

Name of the Director	Category
Mr. Subramanian Natarajan (Chairman of the Committee)	Independent Director
Mr. Seshadri	Independent Director
Mr. Saket Agarwal	Executive Non-Independent Director

Board has constituted an Audit Committee comprising of Independent and Non-Executive Directors. The Committee's composition meets the requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations, 2017. Members of the Audit Committee possess financial/accounting expertise/exposure.

**Role of Audit Committee inter alia, includes the following:**

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, re-appointment and replacement/ removal of statutory auditor and fixation of audit fee;
- Approving payment for any other services by statutory auditor;
- Reviewing with the management, the annual financial statements before submission to the board, focusing primarily on:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Directors' Report in terms of clause (2AA) of section 134 of the Companies Act, 2013;
  - Any changes in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of the audit findings;
  - Compliances with the listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions and
  - Qualifications in the draft audit report.





- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing with the management, performance of statutory auditors and their adequacy;
- Reviewing the Company's financial and risk management policies;
- Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing the functioning of the Whistle Blower mechanism;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters;
- Approval or any subsequent modification of transactions of the Company with related parties;

### **Meeting Details**

During the year, Audit Committee met to Seven (7) times on 28<sup>th</sup> April, 2021, 30<sup>th</sup> June, 2021, 16<sup>th</sup> July, 2021, 14<sup>th</sup> August, 2021, 15<sup>th</sup> November, 2021, 08<sup>th</sup> February, 2022, 14<sup>th</sup> February, 2022.

The Chairman of Audit Committee was present at the last Annual General Meeting of the Company.

### **Stakeholder Relationship Committee – Mandatory Committee**

#### **Composition of the Committee as on 31st March, 2022**

<b>Name of the Director</b>	<b>Category</b>
Mr. Seshadri (Chairman of the Committee)	Independent Director
Mr. Subramanian Natarajan	Independent Director
Mrs. Edwina Dsouza	Whole-time Executive Director

The Stakeholder Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints.

The Stakeholder Relationship Committee's composition and the terms of reference meet with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

### **Meeting Details**

During the year, Stakeholder Relationship Committee met once, i.e., 14<sup>th</sup> February, 2022.

Given below are the details of the investors' complaints status:

Details of Investors' Complaints received and redressed:

Opening Balance	:	NIL
Received	:	NIL
Redressed	:	NIL
Closing Balance	:	NIL



The Company Secretary acts as secretary to the Stakeholder Relationship Committee. 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.

### **Nomination & Remuneration Committee-Mandatory Committee**

#### **Composition of the Committee as on 31st March, 2022**

<b>Name of the Director</b>	<b>Category</b>
Mr. Seshadri (Chairman of the Committee)	Independent Director
Mr. Subramanian Natarajan	Independent Director
Mrs. Edwina Dsouza	Whole-time Executive Director

Board has constituted a Nomination & Remuneration Committee comprising of Independent and Executive Director. The Committee's composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Meeting Details**

During the year, Nomination & Remuneration Committee met Three (3) times on 08<sup>th</sup> September, 2021, 08<sup>th</sup> February, 2022, 21<sup>st</sup> March, 2022.

#### **Role of Nomination & Remuneration Committee inter alia, includes the following:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend their appointment to the Board.

#### **1. Policy for Selection and appointment of Directors and their remuneration**

The Nomination & Remuneration (N&R) 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.

#### **A. Criteria of selection of Non-Executive Directors**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board.



- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;

#### **B. Criteria for remuneration of Non-Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- The N&R Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board;
- In determining the quantum of commission payable to the Directors, the N&R Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director;
- The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;
- The commission shall be payable on prorata basis to those Directors who occupy office for part of the year;
- The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

#### **1. Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees, the N&R Committee shall consider the following:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short- and long-term performance objectives;
- iii. the remuneration is divided into single components viz. fixed component comprising salaries, perquisites and other benefits;

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R



## **2. Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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.

### **Board Diversity Policy**

The Board devised a Policy on Board Diversity. The objective of the Policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

### **Subsidiary Monitoring Framework**

All the Subsidiary Companies of the Company are managed by their respective Boards. The Boards have the right and obligations to manage such Companies in the best interest of their stakeholders. As a majority shareholder, the Company at times nominates its representatives on the Boards of Subsidiary Companies and monitors the performance of such Companies.

A policy on material subsidiary has been formulated in accordance with Regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the website of the Company. The web link for the same is <https://www.starlog.in/html/Corporate.html>

## **3. Related Party Transactions**

During the year, no material transactions with the Directors or the management, their relatives, etc. have taken place, which have potential conflict of interest of the Company. The details of all significant transactions with related parties are periodically placed before the Audit Committee. Details of related party transactions entered into the normal course of business are given in note No. 36 forming part of 'notes to accounts'.

The Company has formulated a policy on materiality of and dealing with Related Party Transactions and the same has been uploaded on the Website of the Company (<http://www.starlog.in/html/Corporate.html>)

### **Compliances regarding Insider Trading**



Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the 'PIT Regulations'), the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of conduct to regulate, monitor and report trading by its employees and other connected persons, is formulated based on the principles set out has been approved by the Board of Directors of the Company.

#### **4. General Shareholder Information**

##### **A) General Body Meetings**

Meeting	Date & Time	Location	Special Resolutions
A.G.M. 2019	December 14, 2019 at 4.00 p.m.	Sangam Hall, Agarwal Bhawan, 100/C, Marine Lines, Next to Indian Oil Petrol Pump, Mumbai 400 002	(a) Appointment of Mr. Vivek Harinarain as Independent Director. (b) Appointment of Mr. Seshadri as Independent Director.
A.G.M. 2020	February 20, 2021 at 4.00 p.m.	Deemed Venue: 3B Shree Pant Bhuvan, 2nd Floor, Mamasahab Varekar Bridge Mumbai-400007	a) Reappointment of Mr. Saket Agarwal as Managing Director & CEO of the Company b) Appointment of Mr. Subramanian Natarajan as Independent Director.
A.G.M. 2021	September 30, 2021 at 4.00 p.m.	Deemed Venue: 3B Shree Pant Bhuvan, 2nd Floor, Mamasahab Varekar Bridge Mumbai-400007	a) To approve continuation of directorship Mrs. Kumkum Agarwal (DIN: 00944021), Non-Executive Director

##### **B) Extra-Ordinary General Meetings**

No Extra-ordinary General Meetings were held during the Financial Year under review.

#### **5. Compliances of Mandatory and Non-Mandatory Requirements:**

##### **Mandatory**

The Company has complied with the mandatory requirements of the SEBI (LODR) Regulations, 2015 relating to Corporate Governance.

##### **Non-Mandatory/Others**



The Company has also adopted the non-mandatory requirement as specified in the Listing Regulations regarding unmodified financial statements.

The Company has complied with various rules and regulations prescribed by SEBI or any the statutory authorities relating to the capital market.

**a) Details of the non-compliance, if any, with regard to capital market**

The Company has complied with the requirements of the Stock Exchange/ SEBI/ Statutory Authorities on all the matters relating to capital markets, since listed. During the year under review, there were no restrictions passed on the Company by the Stock Exchange, SEBI or any other statutory authorities on any matter related to capital markets during last three years except there was a fine of ₹2,47,800/- by BSE for delay in furnishing Q4 Financials for FY 2020-21, Delay in disclosing the related party transactions on a consolidated basis as per Reg 23(9) of LODR.

**b) Vigil Mechanism/Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy to provide a vigil mechanism to directors, employees, agents, consultants, vendors and business partners to disclose instances of wrong doing in the workplace. The Company is keen on demonstrating the right values and ethical, moral and legal business practices in every field of activity within the scope of its work. The objective of this policy is to:

(i) Encourage and enable directors, employees, agents, consultants, vendors and business partners to raise issues or concerns, which are either unacceptable or patently against the stated objectives, law or ethics, within the Company.

(ii) Ensure that directors, employees, agents, consultants, vendors and business partners can raise issues or concerns without fear of victimization, subsequent discrimination or disadvantage thereof. (iii) Reassure the whistle bower(s) that they will be protected from possible reprisals or victimization if they have made disclosure/s in good faith.

(iv) Ensure that where any wrong doing by the Company or any of its directors, employees, agents, consultants, vendors or business partners is identified and reported to the Company under this policy, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine the means of ensuring how such wrong doing can be prevented in future and will take corrective action accordingly.

The policy also provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. It is affirmed that no person has been denied access to the Audit Committee; no complaint has been received during the year under review.

**c) Compliance Certificate from Managing Director**

The requisite certificate from the Managing Director required to be given under Regulation 17(8), read with Part B of Schedule II to the SEBI (LODR) Regulations, 2015 has been placed before the Board of Directors of the Company.



## 6. Means of Communication:

Quarterly Results	On Company and BSE website
In which newspapers Quarterly Results of the Company are published?	<ul style="list-style-type: none"> <li>• Free Press Journal</li> <li>• Navshakti</li> </ul>
Does Company have any website?	Yes, <a href="http://www.starlog.in">www.starlog.in</a>
Whether it also displays official news releases, and the Presentation made to investors or to analysts	Yes
Whether Management Discussion & Analysis is a part of Annual Report	Yes

## 7. General Shareholder's Information:

I	AGM – Date, Time and Deemed Venue	30 <sup>th</sup> September, 2022 at 4.00 PM at 501, Sukh Sagar, N. S. Patkar Marg, Mumbai – 400007
II	Financial Year	2021-2022
III	Date of Book Closure	23rd September, 2022 to 30 <sup>th</sup> September, 2022
IV	Dividend Payment Date	N.A.
V	Registered Office and CIN	501, Sukh Sagar, N. S. Patkar Marg, Mumbai – 400007 CIN: L63010MH1983PLC031578
VI	Phone, Fax, E-mail	Phone: 022 69071234 Fax: 022 23687015 E-mail: <a href="mailto:cs@starlog.in">cs@starlog.in</a> Website: <a href="http://www.starlog.in">www.starlog.in</a>
VII	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Tel: 022 2272 1233/ 2272 1234
VIII	Listing Fees	Annual Listing fees have been paid to BSE Limited for the year 2021-2022.
IX	Stock Code	520155
X	ISIN	INE580C01019
XI	Registrar & Transfer Agents (RTA)	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: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>
XIII	Share Transfer System	Share Transfers in physical forms can be lodged with Bigshare Services Pvt. Ltd at the above-mentioned address. The transfers are normally processed within two weeks if all documents are received and are in order.
XIV	Outstanding GDRs/ ADRs/ Warrants	Not Applicable



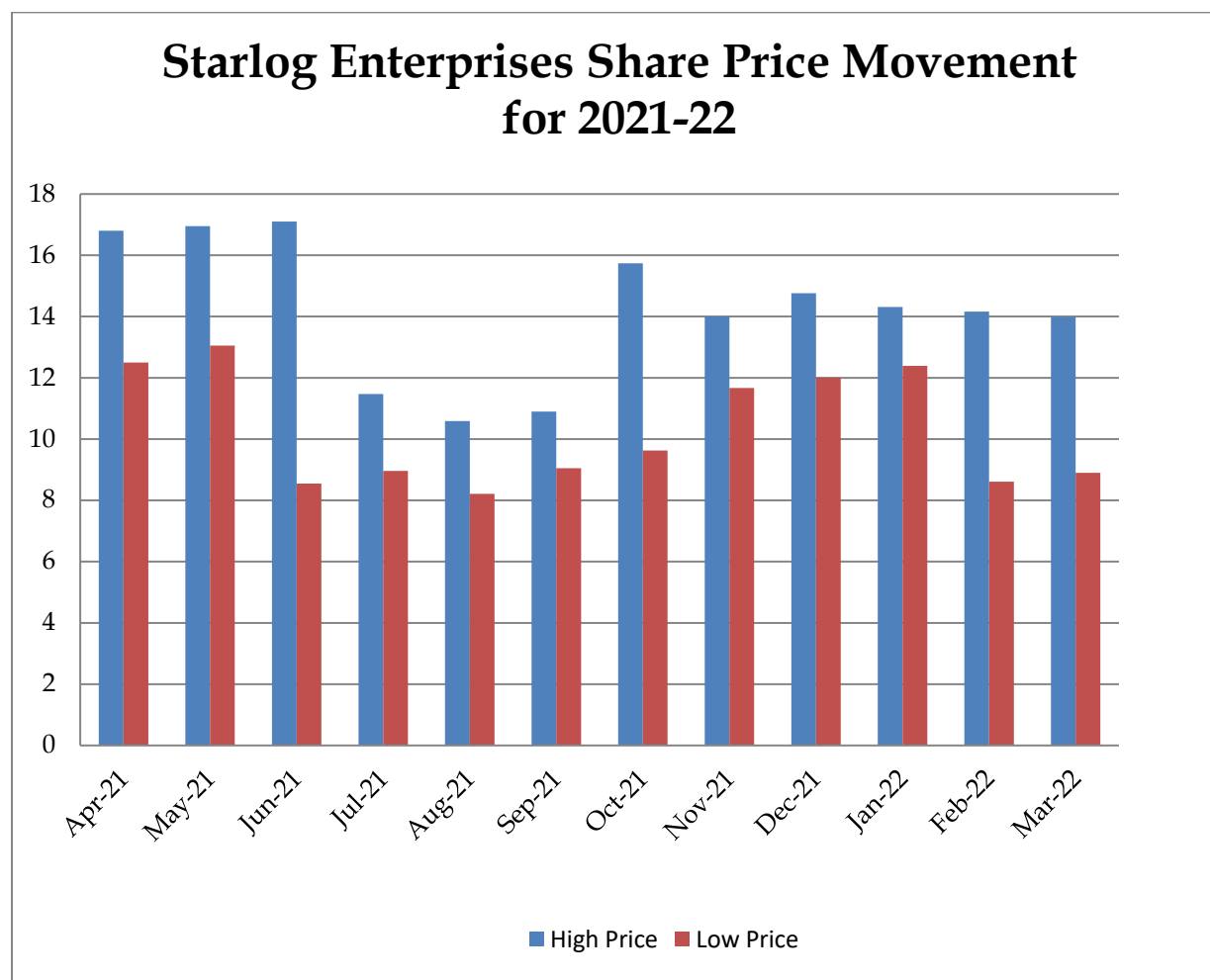


**8. Market Price Data:**

Month	High Price	Low Price	No. of Shares
Apr-21	16.8	12.5	47452
May-21	16.95	13.05	38723
Jun-21	17.1	8.55	1433571
Jul-21	11.47	8.96	772574
Aug-21	10.59	8.21	202518
Sep-21	10.9	9.05	207966
Oct-21	15.74	9.63	572315
Nov-21	14	11.67	120698
Dec-21	14.76	12.01	115167
Jan-22	14.31	12.39	170368
Feb-22	14.16	8.61	242210
Mar-22	13.99	8.9	226723

Source: [www.bseindia.com](http://www.bseindia.com)

**Stock Performance at BSE:** The performance of Starlog Enterprises Limited equity shares during the year 2021-2022:



## 9. Dematerialization of shares:

Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE580C01019. The equity shares of the Company representing 99.25% of the Company's paid up equity capital are dematerialized as on March 31, 2022. The status of dematerialized shares as on March 31, 2022 is as under:

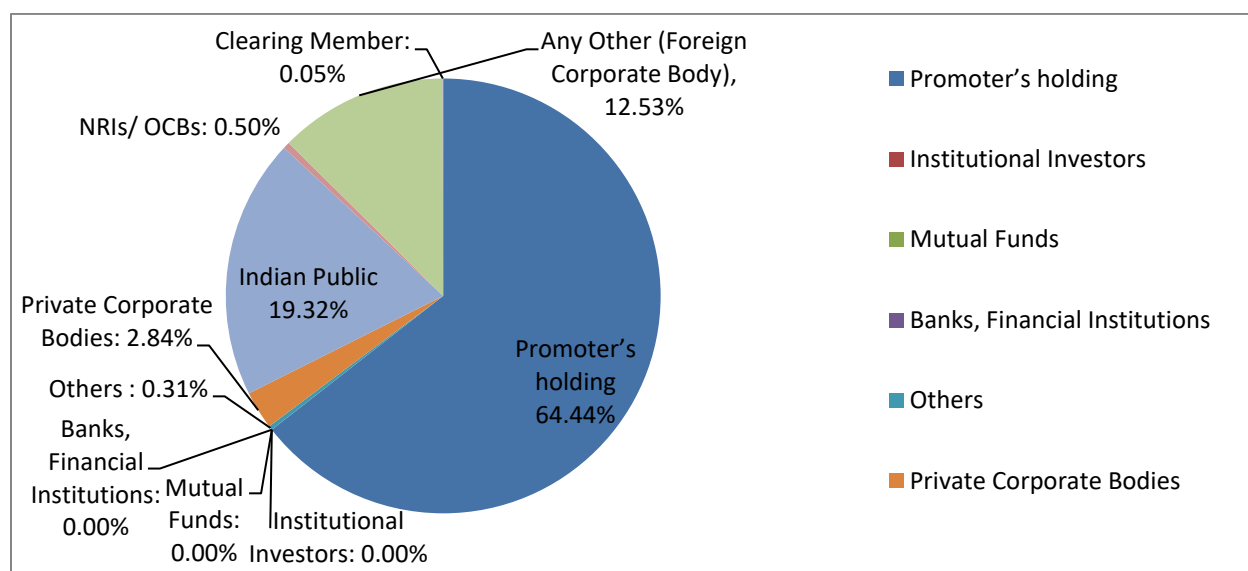
Particulars	No. of shares	% of capital issued
Held in Dematerialized form in NSDL	1,05,07,881	87.80
Held in Dematerialized form in CDSL	13,70,018	11.45
Physical	89,086	0.75
<b>Total</b>	<b>1,19,66,985</b>	<b>100.00</b>



### 10. Shareholding Pattern as on March 31, 2022

Category	No. of equity shares held	% of total paid-up share Capital
A. Promoter's Holding		
1. Promoter's holding		
a. Indian Promoters	77,11,000	64.44 %
b. Foreign Promoters	Nil	Nil
2. Persons acting in concert	Nil	Nil
Sub Total	<b>77,11,000</b>	<b>64.44 %</b>
B. Non-Promoters Holding		
Institutional Investors		
a. Mutual Funds	200	0.0017%
b. Banks, Financial Institutions	100	0.0008%
c. FIIs	Nil	Nil
d. Insurance Companies, Central/ State Govt. Institutions, Non Government Institutions	Nil	Nil
Sub Total	<b>300</b>	<b>0.0025%</b>
Others	37,567	0.31%
Private Corporate Bodies	3,39,647	2.8382%
Indian Public	23,13,288	19.32%
Trusts	Nil	Nil
NRIs/ OCBs	59,380	0.4962%
Any Other (Foreign Corporate Body)	15,00,000	12.53%
Clearing Member	5,803	0.0485%
Sub Total	<b>42,55,685</b>	<b>35.5619 %</b>
<b>GRAND TOTAL</b>	<b>1,19,66,985</b>	<b>100.00 %</b>

### 11. Category of shareholders as on March 31, 2021:





## 12. The Distribution of Shareholding as on March 31, 2022

Shareholding of Nominal Value	Number of holders	% of total shareholders	Share Capital Amount (In `)	% of total capital
1 to 5000	4000	86.4865	4669190	3.9017
5001 to 10000	268	5.7946	2249610	1.8798
10001 to 20000	162	3.5027	2478100	2.0708
20001 to 30000	64	1.3838	1671400	1.3967
30001 to 40000	26	0.5622	909000	0.7596
400001 to 50000	26	0.5622	1228990	1.0270
50001 to 100000	36	0.7784	2745550	2.2943
100001 and above	43	0.9297	103718010	86.6701
<b>Total</b>	<b>4625</b>	<b>100.00</b>	<b>11,96,69,850</b>	<b>100.00</b>

## 13. Certificate from Practicing Company Secretary

Certificate as required under Part C (10) (i) of Schedule V of Listing Regulations, received from M/s Shivang G Goyal & Associates, Company Secretaries is annexed as **Annexure I** with it and forms an integral part of the Annual Report that confirming none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India; Ministry of Corporate Affairs or any such statutory authorities.

## 14. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 signed by Chairman and Managing Director regarding all Board Members and Senior Management Personnel have affirmed compliance with the code of ethics for the financial year ended March 31, 2022 is annexed with it as **Annexure II** and forms an integral part of the Annual Report.

## 15. Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR-3 and is required to be submitted to Stock Exchanges



within 60 days of the end of the financial year. The Company has engaged the services of M/s Shivang G Goyal & Associates, Company Secretary and Secretarial Auditor of the Company for providing this certification. The Company is publishing the said Secretarial Compliance Report and the same has been annexed as Annexure to the Board's Report forming part of this Annual Report.

**16. Chairman and Managing Director (CMD) & Chief Financial Officer (CFO) certification as per (Regulation 17(8)) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Certificate from the Chairman and Managing Director (CMD) & Chief Financial Officer (CFO) as per Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with it as **Annexure III** and forms an integral part of the Annual Report.

**17. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance:**

The Certificate from the Practicing Company Secretaries regarding compliance of conditions of corporate governance is annexed with it as **Annexure IV** and forms an integral part of the Annual Report.

**18. Secretarial Audit Report under Reg. 24 of SEBI LODR for its material unlisted subsidiaries.**

Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity. The said Secretarial Compliance Report of its material unlisted subsidiaries i.e., Dakshin Bharat Gateway Terminal Private Limited & India Ports & Logistics Private Limited has been annexed as **Annexure V & Annexure VI** forming part of this Annual Report.



**Annexure I**  
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**STARLOG ENTERPRISES LIMITED**

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to STARLOG ENTERPRISES LIMITED having CIN L63010MH1983PLC031578 and having a registered office at 501, Sukh Sagar, N. S. Patkar Marg, Mumbai City MH 400007 IN (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in). as considered necessary and based on the disclosures of the Directors, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on March 31, 2022.

**TABLE A**

Sr. No.	Name Of Directors	DIN	Date of Appointment
1	Saket Agarwal	00162608	11/06/1984
2	Seshadri	08449681	13/05/2019
3	Edwina Dsouza	09532802	21/03/2022
4	Subramanian Natarajan	06629184	12/01/2021

For Shivang G Goyal & Associates

Sd/-

**Shivang Goyal**

**Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**ICSI Unique Code: S2021MH811600**

**Peer Review: 2074/2022**

**Date: 31/05/2022**

**Place: Mumbai**

**UDIN: A046863D000445140**

**Annexure II****DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

As provided in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, The Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2022.

For the purpose of this declaration, Senior Management means the officers / personnel of the listed entity who are members of its core management team excluding Board of Directors and normally this comprises all members of the management one level below the Chief Executive Officer/Managing Director/Whole Time Directors and includes Company Secretary and Chief Financial Officer.

**For Starlog Enterprises Limited**  
**SD/-**  
**Saket Agarwal**  
**Managing Director**

Place: Mumbai  
Date: 08.09.2022



**Annexure III****CEO AND CFO CERTIFICATION AS PER SEBI (LODR)  
REGULATIONS, 2015**

To,  
**The Board of Directors of  
Starlog Enterprises Limited**

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 Listing Agreement with the Stock Exchange, I hereby certify that:

- A. We have reviewed Financial Statements for the Quarter ended on 31<sup>st</sup> March 2022 and that to the best of our knowledge and belief, certify that:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of our knowledge and belief, no transactions entered into by the Company during the quarter ended 31/03/2022 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (i) that there are no significant changes in internal control over financial reporting during the quarter;
  - (ii) that there are no significant changes in accounting policies during the quarter; and that the same have been disclosed in the notes to the financial results; and
  - (iii) that no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

SD/-

**SAKET AGARWAL**  
**MD & CEO**  
**DIN NO: 00162608**

Place: Mumbai

SD/-

**KUNAL LAHARIYA**  
**CFO**

Date: 30.05.2022



**Annexure IV**

**REPORT ON CORPORATE GOVERNANCE**

*[As per Regulation 34(3) read with Schedule V(E) of The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]*

**To the Member of  
Starlog Enterprises Limited**

I have examined the compliance of conditions of Corporate Governance by Starlog Enterprises Ltd., for the year ended March 31, 2022, as stipulated in Regulations 13, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI LODR).

Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Company Secretaries of India, and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 except in respect of matters specified below: -

<b>Sr. No.</b>	<b>Compliance Requirement</b>	<b>Deviation</b>	<b>Observation/ Remarks of the Practicing Company Secretary</b>
1.	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>
2.	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 &amp; Logistics Private Limited, Dakshin Bharat Gateway Terminal Private Limited</i>



3.	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 &amp; Logistics Private Limited, and 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>
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We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Shivang G Goyal & Associates**

**SD/-**

**Shivang Goyal  
Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**ICSI Unique Code: S2021MH811600**

**Peer Review: 2074/2022**

**Date: 20/06/2022**

**Place: Mumbai  
UDIN: A046863D000509578**

**Annexure V****FORM NO. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

**The Members,**

**DAKSHIN BHARAT GATEWAY TERMINAL PRIVATE LIMITED**

CIN: U61200MH2012PTC234977

141, 14<sup>th</sup> Floor, Jolly Maker Chambers II,

Nariman Point, Mumbai-400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DAKSHIN BHARAT GATEWAY TERMINAL PRIVATE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **DAKSHIN BHARAT GATEWAY TERMINAL PRIVATE LIMITED** ("the Company") for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



1. *The Company has not appointed Independent Director as required under section 149 of the Companies Act, 2013. Due to lack of Independent Directors on its Board, the Company has not constituted Audit Committee and Nomination and Remuneration Committee and has not held the Committee meetings during the period under review.*
2. *The Company has maintained Cost Records as per the requirements of section 148 of the Companies Act, 2013.*
3. *The Company was in default wrt the requirement of appointing a Chief Financial Officer (CFO) as per section 203 of the Companies Act, 2013. However, the Company has complied with the said requirement and has appointed Mr. Rajesh Dattaram Chalke as CFO wef 25-03-2022.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that**

1. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
2. The following appointments/ resignations took place during the period under review:
  - a. In the meeting of the Board of Directors held on 21-09-2021, Mr. Regis Vyon Darmois was appointed as additional director and was regularized as director of the Company in the Annual General Meeting of shareholders held on 21-09-2021.
  - b. Mr. Francois De Thomasson resigned from directorship of the Company w.e.f. 21-09-2021
  - c. In the Board Meeting dated 24-02-2022, Mr. Constantin Antoine Esanou was appointed as Additional Director while Mr. Benjamin Lasry resigned from the directorship wef 23-02-2022.
  - d. Mr. Rajesh Dattaram Chalke was appointed as CFO of the Company w.e.f. 25-03-2022.
3. The Company has increased its Authorized Share Capital twice viz 21-09-2021 and 25-03-2022 and consequently has amended its Memorandum of Association two times during the period.

Place: New Delhi  
Date : 24-06-2022  
UDIN: A035299D000528022

SD/-  
**NITIN GUPTA**  
Membership No.: A35299  
C P No.: 14087

**Annexure VI****FORM NO. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

**The Members,  
INDIA PORTS & LOGISTICS PRIVATE LIMITED**

CIN: U29253MH2009PTC196894

141, 14<sup>th</sup> Floor, Jolly Maker Chambers II,  
Nariman Point, Mumbai-400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDIA PORTS & LOGISTICS PRIVATE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **INDIA PORTS & LOGISTICS PRIVATE LIMITED** ("the Company") for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

4. *The Company has not appointed Independent Director as required under section 149 of the Companies Act, 2013. Due to lack of Independent Directors on its Board, the Company has not constituted Audit Committee*



*and Nomination and Remuneration Committee and has not held the Committee meetings during the period under review.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that**

3. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
4. The following appointments/ resignations took place during the period under review:
  - e. In the meeting of the Board of Directors held on 21-09-2021, Mr. Regis Vyon Darmois was appointed as additional director and was regularized as director of the Company in the Annual General Meeting of shareholders held on 21-09-2021.
  - f. Mr. Francois De Thomasson resigned from directorship of the Company wef 21-09-2021
  - g. The employment contract of Mr. Saket Agarwal (CEO) was extended and his remuneration was approved for the financial year 2021-22.
  - h. A special Incentive/ Ex gratia payment of Rs. 1,27,50,000 was approved for Mr. Saket Agarwal (CEO), by the Board of Directors and the Shareholders in their meetings held on 25-03-2022.
3. The Company has increased its Authorized Share Capital twice viz 21-09-2021 and 25-03-2022 and consequently has amended its Memorandum of Association two times during the period.
4. The Board of directors and the shareholders have in their meetings, both held on 21-09-2021, approved the change in management and control of the Company, wherein Bollore Africa Logistics SAS shall hold 70.4% stake in the Company

Place: New Delhi  
Date: 24-06-2022  
UDIN: U29253MH2009PTC196894

SD/-  
**NITIN GUPTA**  
Membership No.: A35299  
C P No.: 14087





**“ANNEXURE E”**

**Statement pursuant to Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

**Names of the top ten employees and every employee in terms of remuneration drawn exceeding the Limits**

<b>Name of Employee</b>	<b>Designation</b>	<b>Gross Remuneration ₹.</b>	<b>% Increase of remuneration in fiscal 2022 as compared to fiscal 2021</b>	<b>Ratio of remuneration MRE to</b>
Saket Agarwal	Managing Director	47,04,000.00	-	8:1
Atul Gawas	Chief Operating Officer	39,57,600.00	-	-
Chetan Patil	Assistant Manager [O&M]	12,11,859.00	10%	-
I. Mathan	Crane Operator	8,36,220.00	-	-
Nitin Yadav	Jr. Manager (O&M)	6,52,746.00	10%	-
Kunal Lahariya	Chief Financial Officer	6,17,008.00	-	-
Subhangini A Kasbe	Admin Officer	6,09,450.00	10%	-
Kehar Singh	Site Engineer	6,01,066.00	-	-
Jannet Pinto	Secretary / Administrative Assistant	5,95,380.00	5%	-
Edwina D'Souza	Director	5,44,720.00	-	-

Notes:

- 1) Gross remuneration comprises salary, allowances and incentives and includes Company's PF Contribution.
- 2) The nature of employment includes employees of contractual as well as non-contractual basis.
- 3) Company has 130 employees.



**Details of Directors and Employee Remuneration**

*Information as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:*

Sr. No.	Particulars	Details
1.	The ratio of the remuneration of each director to the median employee's remuneration for the financial year.	Ratio: 8:1
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	There was no increase in remuneration of Managerial Personnel.
3.	The percentage increase in the median remuneration of employees in the financial year.	There was a no/negligible increase in remuneration.
4.	number of permanent employees on the rolls of Company.	As on 31st March, 2022, 14 permanent employees
5.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration.	As the employee on the rolls of the Company is a Managerial Personnel, the average percentile increases already made in the salary of employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration cannot be calculated.
6.	Is the remuneration paid is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.



**“ANNEXURE F”**

**DISCLOSURES RELATING TO UNCLAIMED SUSPENSE ACCOUNT**

*[As per Regulation 34(3) read with Schedule V(F) of The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2017]*

(a)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year.	Nil
(b)	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year	Nil
(c)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	Nil
(d)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year	Nil
(e)	The voting rights on these shares	The voting rights on the shares in unclaimed suspense account shall remain frozen till the rightful owner of such shares claims the shares.



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF STARLOG ENTERPRISES LIMITED**

**Report on the Audit of the Standalone Financial Statements**

**Qualified Opinion**

We have audited the accompanying Standalone Indian Accounting Standards ("Ind AS") financial statements of **STARLOG ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effect/possible effects of the matters described in the Basis for Qualified Opinion section of our report, the Standalone Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its loss including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

**Basis for Qualified Opinion**

1. In relation to Going Concern assumption we refer to Note 40 of the Statement where it is mentioned that the Company's current liabilities are in excess of its current assets by ₹. 18,364.59 lakhs which is largely on account of current maturities of its long-term debts. Further, as mentioned in Note 33 of the Statement, the Company has contingent liabilities regarding EPCG Obligations of ₹. 1,294.67 lakhs, demands from sales tax / MVAT department of ₹. 10,068 lakhs (plus applicable interest & penalty) and invocation of the Shortfall Undertaking by a lender of a subsidiary of ₹. 6,627.20 lakhs. There has also been a substantial reduction in the net worth of the Company due to current year losses. Further the outbreak of the pandemic has led to majority of the cranes of the Company being non-operational. Majority of the cranes have been idle with values deteriorating due to corrosion and being stationed unused and remote locations. These situations indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, however the Company has prepared its standalone financial statements as a going concern. The impact of the same on the standalone financial statements of the Company is unascertainable.
2. Outbreak of the pandemic has led to majority of the cranes of the Company being de-hired. Non operation is causing deterioration in life of the assets. However, the Company has not conducted an impairment study under Ind AS 36. As mentioned in Note 45, the Company has continued to carry its PPE at book value. The impact of the same on the standalone financial statements of the Company is unascertainable.
3. As mentioned in the Note 44 of the statement, we have not received balance confirmation from Axis Bank Ltd (Lender) as on March 31, 2022, and have been unable to confirm the balances through any alternate means. The impact on the result of the Company is unascertainable.



4. As mentioned in the Note no 43 of the Statement, in respect of Trade Receivables, trade payables, Loans & Advances (Assets) and Advances Liabilities are subject to confirmation/ reconciliation from respective parties. Hence, any material impact on the financial statement due to the same cannot be ascertained.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone Financial Statements.

### Emphasis of Matters

We draw attention to the following matters in the Notes to the Standalone Financial Statements:

- a. The Company has shown investments of ₹. 1,201.20 lakhs in an associate which is equivalent to 26% of equity capital of the associate. As against this, the financial statements of the associate show the shareholding of the Company as 10% of its equity capital only. The differential 16% have been claimed by the associate as being transferred in its financial statements from the name of the Company to certain entities who are having credit balances with the Company towards advance given for purchase of shares of the associate. However, the Company has continued to show investment at original cost and original number of shares in its standalone financial statements on the ground that it has not been provided with necessary documents by the associate to justify the change in shareholding and settlement with the transferee entities.
- b. As mentioned in Note 33, a lender of a subsidiary has invoked a Shortfall Undertaking of ₹. 6627.20 lakhs. The matter was adjudicated by DRT, Mumbai, passing a recovery order against the Company. The Company has filed a review petition against the said order and the matter is sub-judice.
- c. As mentioned in Note 41, JM Financial Asset Reconstruction Company Limited (JMFARC) vide its revised letter dated 1st February 2022, has accepted Company’s proposal for One Time Settlement (OTS) of outstanding loan amount. As per the approval letter, the Company is required to make payment of ₹. 28 Crores in various instalments. The Company has been complying with terms of OTS. However, pending balance payment under OTS and release of no due certificate from JMFARC and related documents, no accounting entries are passed to give effect to OTS.
- d. As mentioned in Note 42, Edelweiss Assets Reconstruction Company Limited (Edelweiss) vide its letter dated 25th January 2022, has accepted Company’s proposal for One Time Settlement (OTS) of outstanding loan amount. As per the approval letter, the Company is required to make payment of ₹. 8.50 Crores in various instalments. The Company has been complying with terms of OTS. However, pending balance payment under OTS and release of no due certificate from Edelweiss and related documents, no accounting entries are passed to give effect to OTS.



- e. We draw attention to the fact that the Bank balance Confirmation from one bank account could not be obtained by the Company. The Management stated that this is old and non-operative account, hence balance confirmation could not be obtained. Further, the opening balance of such are taken as closing balance. In absence of any statement and balance confirmation, any material effect due to such non-reconciliation is currently not ascertainable.

Our opinion is not modified in respect of the above matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue Recognition as per Ind AS 115</p> <p>As per Accounting standard Ind AS 115 – Revenue from contracts with customer, revenue needs to be recognized based on the satisfaction of the identified performance obligations and related disclosures.</p> <p>We focused on this area because revenue requires significant time and resource to audit due to the magnitude, revenue transactions near to the reporting date and the adequacy of disclosures in this respect has been considered as key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>Obtained an understanding of the Company's services and performance obligation, and the timing when the performance obligation would be considered as discharged.</p> <p>Testing on sample basis, the contracts entered into between the Company, the invoices and the relevant underlying documents, including log sheets which are countersigned by the service recipients.</p> <p>We have tested, on a sample basis, whether revenue transactions near to the reporting date have been recognized in the appropriate period by comparing the transactions selected with relevant underlying documentation.</p>

### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Company's Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other



information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement of this other information, we are required to report that fact. We will report such facts, if any, once the annual report is made available to us.

### **Management's Responsibilities for the Standalone Financial Statements**

The accompanying Standalone Financial Statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, Board of Directors and management are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions given in Point 1 under the Basis for Qualified Opinion section are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and except for the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying Standalone Financial Statements.
- b) Except for the matter described in the Basis for Qualified Opinion section above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) Except for the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.



- e) In our opinion, the matter described under the Basis of Qualified Opinion paragraph and Emphasis of Matter paragraph may have adverse effect on the functioning of the company.
- f) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- g) The qualifications relating to Going Concern assumption, impairment of PPE and balance confirmations for loans are as stated in the Basis of Qualified Opinion paragraph above.
- h) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- i) In our opinion and according to the information and explanations given to us, the remuneration paid/provided by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations as at 31st March 2022 on its financial position in its Standalone Financial Statements vide Note 33 to the standalone financial statements;
  - (ii) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses as at 31st March, 2022.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2022.
  - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and



(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause iv (a) and iv (b) contain any material mis-statement.

(v) No dividend declared or paid during the year by the Company.

For **Gupta Rustagi & Co.**  
Chartered Accountants  
ICAI FRN: 128701W

**Niraj Gupta**  
Partner  
Mem.no.100808  
UDIN: 22100808AJXRCL9248  
Mumbai  
30<sup>th</sup> May, 2022

#### **ANNEXURE A to the Independent Auditor's Report**

The Annexure referred to the Independent Auditor's Report of even date to the members of Starlog Enterprises Limited on the Standalone Financial Statements for the year ended 31st March, 2022.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i) a) In respect of its Property, Plant and Equipment:
  - The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - The Company does not have any intangible asset. Accordingly, paragraph 3(i)(a)(B) of the Order is not applicable.
- b) The Property, Plant and Equipment were physically verified during the year by the Management in a phased manner which, in our opinion, is reasonable having regard to the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued any of its Property, Plant and Equipment or Intangible assets or both during the year.



- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceeding has been initiated during the year or are pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rule made thereunder.
- ii)
  - a) According to the information and explanations given to us, the Company's nature of operations does not require it to hold inventories and, accordingly, clause 3(ii)(a) of the order is not applicable.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company doesn't have a working capital limit in excess of Rs. 500 Lacs sanctioned by banks or financial institution on the basis of security of current assets. Accordingly, clause 3(ii)(b) is not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, except as disclosed in sub-clause (a) below:
  - a) Advance in the nature of Loan to Subsidiaries – Rs.118.94 Lacs
  - b) The company has given loans to relating parties which are interest free and repayable on demand. On overall basis, in our opinion, the terms and conditions of the loans granted and investments made during the year are, prima facie, not prejudicial to the interest of the Company.
  - c) In the case of loans given, no formal Loan Agreements are entered with them and no schedule for repayment of principal and payment of interest has been stipulated by the company. Hence, we do not make any comment on the regularity of repayment of principal and payment of interest and overdue amount, if any, in this regard.
  - d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
  - e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties
  - f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of loan to director including entities in which they are interested and in respect of loans and advances given, investment made and guarantees and securities given have been complied with by the Company.



- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- vii)
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of accounts in respect of undisputed statutory dues, including provident Fund, Employees' State Insurance, Income-Tax, Goods and Service Tax and other material statutory dues applicable to it have not been regularly deposited with the appropriate authorities. There were no undisputed amounts payable in respect of aforesaid statutory dues in arrears as at 31st March, 2022 for a period of more than six months from the date they became payable except for interest on service tax of ₹. 217.72 Lacs, GST (including interest) of ₹. 1387.07 Lacs and TDS (including interest) of ₹. 589.55 Lacs.
  - Details of dues of Sales Tax or Value Added Tax (plus applicable interest and penalty) which have not been deposited on as 31st March, 2022, on account of disputes are given below:

Nature of dues	Amount (Rs. In Lacs) (Principal amount without interest)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax	17.99	1996-97	Chennai High Court
	51.33	1997-98	
	54.58	1998-99	
	153.71	1999-2000	
	171.17	2000-01	
	73.01	2001-02	
	93.02	2002-03	
Central Sales Tax	44.82	2005-06	Mumbai Tribunal
	4.30	2009-10	
	1,682.39	2011-12	
Nature of dues	Amount (Rs. In Lacs) (Principal amount without interest)	Period to which the amount relates	Forum where dispute is Pending
MVAT/CST	376.88	2005-06	Bombay High Court
	809.81	2006-07	
	1,500.59	2007-08	
	1,863.25	2008-09	
	1,741.21	2009-10	
	1,905.17	2010-11	
	139.54	2011-12	Mumbai Tribunal



viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no transaction was surrendered or disclosed as income during the year in the assessments under the income tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

ix)

a) According to the information and explanations given to us, the Company has not taken any loans from Government or raised borrowings in the form of debentures. The Company has defaulted in repayment of dues to financial institutions and banks during the year. Details of the dues to bank and financial institutions which have not been paid on due dates and which are outstanding as on 31.3.2022 are given below:

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date (Rs. In lacs)	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Business/Stock term loan	Axis Bank Ltd.	1,156.53	Principle	Dec'2016 to March,2022	
Business/Stock term loan	Axis Bank Ltd.	1,782.53	Interest	Dec'2016 to March,2022	
Business/Stock term loan	JM Financial Asset Reconstruction Co. Ltd.	5,231.30	Principle	Dec'2016 to March,2022	Under one time settlement ('OTS')
Business/Stock term loan	JM Financial Asset Reconstruction Co. Ltd.	6,636.93	Interest	Dec'2016 to March,2022	Under one time settlement ('OTS')
Business/Stock term loan	Edelweiss Asset Reconstruction Company Limited	1,672.23	Principle	Dec'2016 to March,2022	Under one time settlement ('OTS')
Business/Stock term loan	Edelweiss Asset Reconstruction Company Limited	0.54	Interest	Dec'2016 to March,2022	Under one time settlement ('OTS')
		<b>16,480.06</b>			

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

c. According to the information and explanations given to us, money raised by way of term loan were utilized for the purpose for which these were obtained.

d. According to the information and explanations given to us, fund raised by company on short term basis have not been utilized for long term purpose.

e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from





any entity or person on account of or to meet the obligations of its subsidiaries, associates or Joint ventures of the Company as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or Joint ventures of the Company as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x)

- a) According to Information and explanation given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year ended 31st March 2022. Accordingly, paragraph 3(ix)(a) of the Order is not applicable.
- b) According to Information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of share or convertible debenture (fully or partly or optionally convertible) during the year ended 31st March, 2022. Accordingly, paragraph 3(ix)(b) of the Order is not applicable.

xi)

- a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanation given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the company during the year.

xii) According to the information and explanation given to us, the Company is not a Nidhi Company and hence the paragraph 3(xii)(a), (xii)(b) and (xii) (c) of the order is not applicable.

xiii) In our opinion and on the basis of information and explanation given to us by the management, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

xiv)

- a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the Company;





xvi)

- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the order are not applicable to the company.
- b) According to the information and explanations provided to us during the course of audit, there are no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) Accordingly, reporting under clauses 3(xvi)(d) of the order are not applicable to the company.

xvii) The company has incurred cash losses of Rs. 1,806.70 Lacs during the financial year and cash losses of Rs. 1,925.47 Lacs incurred immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors of the Company during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements including note no. 40 to the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that a material uncertainty exists with respect to going concern as on the date of audit report as mentioned in Para 1 of our Audit Report on the Standalone Financial Statements.

xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Gupta Rustagi & Co.**  
Chartered Accountants  
ICAI FRN: 128701W

SD/-  
**Niraj Gupta**  
Partner  
Mem.no.100808  
UDIN: 22100808AJXRCL9248  
Mumbai  
30th May, 2022

**Annexure B to the Independent Auditor's Report**

This annexure referred to the Independent Auditor's Report of even date to the members of Starlog Enterprises Limited on the Standalone Financial Statements for the year ended 31st March, 2022

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013, ('the Act')****Qualified Opinion**

We have audited the internal financial controls over financial reporting of STARLOG ENTERPRISES LIMITED ("the Company") as at 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls with reference to financial statements as of March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI, and except for the possible effects of the material weaknesses described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to financial statements were operating effectively as of March 31, 2022.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended March 31, 2022, and these material weaknesses has affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the financial statements for the year ended on that date. (Also refer Basis for Qualified Opinion of the main audit report)

**Basis for Qualified Opinion**

According to the information and explanations given to us and based on our audit and subject to the Basis for Qualified Opinion paragraphs in our main report, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls with reference to standalone financial statements as at March 31, 2022:

- a. The Company did not have an appropriate internal control system for obtaining periodic balance confirmations of trade receivables, trade payables and advances to suppliers and advances from customers which could potentially impact the financial position and operating statement.
- b. Internal Financial control over accounting of expenses: There is substantial delay has been observed in recoding the transaction in the books of account with respects to the expenses. while analyzing the gaps, it was observed that, detection control, ensuring timely accounting function needs improvement.
- c. The company did not have an appropriate internal control over timely reconciliation of Bank balances, which could potentially impact bank balances in the financial statements.
- d. The Company's internal financial controls for determining whether adjustments are required to the carrying value of Property Plant & Equipment (PPE), as majority of the cranes are remaining de-hired and non-operational, were not operating effectively as company has not conducted the impairment study. which could potentially result in non-recognition of provision with regard to



the aforesaid financial statement line items (Refer paragraphs 2 of basis of qualified opinion of main audit report).

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For Gupta Rustagi & Co.**

Chartered Accountants

ICAI FRN: 128701W

SD/-

**Niraj Gupta**

Partner

Mem.no.100808

UDIN: 22100808AJXRCL9248

Mumbai

30th May, 2022



STARLOG ENTERPRISES LIMITED			
BALANCE SHEET AS AT 31st March, 2022			(₹. in Lakhs)
	Notes	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3	5,300.83	6,969.24
Investment Property	4	1,226.25	1,226.25
Financial Assets			
i. Investments	5	7,484.90	7,484.91
ii. Other Financial Assets	6	1,167.16	1,126.07
Other Non-Current Assets	7	1,027.90	1195.76
<b>Total Non-Current Assets</b>		<b>16,207.05</b>	<b>18,002.23</b>
<b>Current Assets</b>			
Financial Assets			
i. Trade Receivables	8	890.47	1,031.58
ii. Cash and Cash Equivalents	9	179.16	6.59
iii. Loans	10	691.78	847.84
iv. Other Financial Assets	11	78.04	112.95
Other Current Assets	12	477.32	718.78
<b>Total Current Assets</b>		<b>2,316.76</b>	<b>2,717.74</b>
<b>Total Assets</b>		<b>18,523.81</b>	<b>20,719.97</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	1,196.69	1,196.69
Other Equity	14	(5,819.26)	(3,133.34)
<b>Total Equity</b>		<b>(4,622.57)</b>	<b>(1,936.65)</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
i. Borrowings	15	-	-
ii. Provisions	16	39.00	7.26
iii. Other Non-Current Liabilities	17	2,426.02	2,417.98
<b>Total Non-Current Liabilities</b>		<b>2,465.02</b>	<b>2,425.24</b>
<b>Current Liabilities</b>			
Financial Liabilities			
i. Borrowings	18	8,060.08	9,091.84
ii. Trade and Other Payables	19	595.42	525.00



iii. Other Financial Liabilities	20	8,420.02	7,547.74
Provisions	21	1.39	0.28
Other Current Liabilities	22	3,604.44	3,066.52
<b>Total Current Liabilities</b>		<b>20,681.36</b>	<b>20,231.38</b>
<b>Total Liabilities</b>		<b>23,146.38</b>	<b>22,656.62</b>
<b>Total Equity and Liabilities</b>		<b>18,523.81</b>	<b>20,719.97</b>
Notes form integral part of the financial statements			
As per our report of even date			
<b>For Gupta Rustagi &amp; Co.</b>		For and on behalf of the Board of Directors	
ICAI F.R.N.: 128701W		<b>Starlog Enterprises Limited</b>	
Chartered Accountants			
SD/-		SD/-	SD/-
<b>Niraj Gupta</b>		<b>Saket Agarwal</b>	<b>Edwina Dsouza</b>
Partner		Director	Director
ICAI M.N.: 100808		DIN: 00162608	DIN: 09532802
UDIN# 22100808AJXRCL9248			
Place: Mumbai, India			
Date: 30 <sup>th</sup> May, 2022			
		SD/-	SD/-
		<b>Pranali Sulakhe</b>	<b>Kunal Lahariya</b>
		Company Secretary	Chief Financial Officer



STARLOG ENTERPRISES LIMITED			
PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022			(₹. in Lakhs)
	Notes	For Year Ended 31 <sup>st</sup> March 2022	For Year Ended 31 <sup>st</sup> March 2021
<b><u>Income</u></b>			
Revenue From Operations	23	1,448.24	1,813.73
Other Income	24	677.15	725.29
<b>Total Income</b>		<b>2,125.39</b>	<b>2,539.02</b>
<b><u>Expenses</u></b>			
Employee Benefit Expense	25	473.01	452.47
Power and Fuel Expense	26	46.03	42.02
Depreciation/ Amortization Expense	27	879.22	1,128.42
Other Expenses	28	1,238.08	994.77
Finance Costs	29	2,439.71	2,604.21
<b>Total Expenses</b>		<b>5,076.05</b>	<b>5,221.89</b>
<b>Profit/(Loss) Before Tax</b>		<b>(2,950.66)</b>	<b>(2,682.87)</b>
Exceptional Items	30	279.22	(371.02)
Tax expense		-	-
<b>Profit/(Loss) For The Year</b>		<b>(2,671.45)</b>	<b>(3,053.89)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		(14.47)	-
<b>Total Comprehensive Income/(Loss) For The Year</b>		<b>(2,685.92)</b>	<b>(3,053.89)</b>
<b>Earnings/(Loss) Per Equity Share</b>			
- Basic and Diluted (in ₹.)	37	<b>(22.32)</b>	<b>(25.52)</b>
Notes form integral part of the financial statements		-	-
As per our report of even date			
<b>For Gupta Rustagi &amp; Co.</b> ICAI F.R.N.: 128701W Chartered Accountants SD/- <b>Niraj Gupta</b> Partner ICAI M.N.: 100808 Place: Mumbai, India Date: 30 <sup>th</sup> May, 2022			
<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">             SD/-  <b>Saket Agarwal</b>              Director              DIN: 00162608           </div> <div style="text-align: center;">             SD/-  <b>Edwina Dsouza</b>              Director              DIN: 09532802           </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">             SD/-  <b>Pranali Sulakhe</b>              Company Secretary           </div> <div style="text-align: center;">             SD/-  <b>Kunal Lahariya</b>              Chief Financial Officer           </div> </div>			





Statement of changes in equity for the year ended 31st March, 2022									
A. Equity Share Capital			(₹. in Lakhs)						
(1) Current Reporting Period									
Balance as at 1 <sup>st</sup> April, 2021		Changes in Equity Share Capital due to prior period errors		Restated balance as at 1 <sup>st</sup> April, 2021		Changes in equity share capital during the current year		Balance as at 31 <sup>st</sup> March, 2022	
1,196.69		-		-		-		1,196.69	
(2) Previous Reporting Period									
Balance as at 1 <sup>st</sup> April, 2020		Changes in Equity Share Capital due to prior period errors		Restated balance as at 1 <sup>st</sup> April, 2020		Changes in equity share capital during the current year		Balance as at 31 <sup>st</sup> March, 2021	
1,196.69		-		-		-		1,196.69	
B. Other Equity							(₹. in Lakhs)		
Particulars		Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income	Total Other Equity	
Opening Balance as an 01 <sup>st</sup> April 20		100.00	4,798.33	1,080.32	11,153.22	(17,203.30)	(8.02)	(79.45)	
Transfer to retained earnings - Loss 2020-21		-	-	-	-	(3,053.89)	-	(3,053.89)	
Remeasurement of Employment Benefit Obligations		-	-	-	-	-	-	-	
Closing Balance as at 31 <sup>st</sup> March 2021		100.00	4,798.33	1,080.32	11,153.22	(20,257.19)	(8.02)	(3,133.34)	
Transfer to retained earnings - Loss 2021-22		-	-	-	-	(2,671.45)	-	(2,671.45)	
Remeasurement of Employment Benefit Obligations		-	-	-	-	-	(14.47)	(14.47)	
Closing Balance as at 31 <sup>st</sup> March 2022		100.00	4,798.33	1,080.32	11,153.22	(22,928.63)	(22.49)	(5,819.26)	
As per our report of even date									
For Gupta Rustagi & Co. ICAI F.R.N.: 128701W Chartered Accountants Niraj Gupa			For and on behalf of the Board of Directors Starlog Enterprises Limited SD/-                      SD/-                      SD/-                      SD/-						
Partner			Saket Agarwal	Edwina Dsouza	Pranali A Sulakhe	Kunal Lahariya			
ICAI M.N.: 100808			Director DIN: 00162608	Director DIN: 09532802	Company Secretary	Chief Financial Officer			
Place: Mumbai, India Date: 30 <sup>th</sup> May, 2022									



STARLOG ENTERPRISES LIMITED		
CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022		(₹. in Lakhs)
	For Year Ended 31 <sup>st</sup> March 2022	For Year Ended 31 <sup>st</sup> March 2021
<b>Cash flow from operating activities</b>		
<b>Profit/ (loss) before tax</b>	<b>(2,671.45)</b>	<b>(3,053.89)</b>
<b>Adjustments for:</b>		
Depreciation Expense	879.22	1,128.42
Interest Expense	2,439.71	2,604.21
Interest on unwinding of Financial Liabilities	-	-
Miscellaneous balances written off	(299.05)	(116.49)
Impairment of Investments	-	-
Exceptional Items / Liabilities No Longer Required	(279.22)	371.02
Loss/(Profit) on Sale of Assets	(301.97)	(368.73)
Interest Income	(14.03)	(12.54)
	<b>(246.78)</b>	<b>552.00</b>
<b>Changes in operating assets and liabilities</b>		
(Increase)/ decrease in trade receivables	123.87	261.85
(Increase)/ decrease in Other Financial Assets	34.91	(11.93)
Decrease in loans	(24.94)	(20.12)
Decrease/ (Increase) in other non-current assets	(18.78)	11.43
(Increase)/ decrease in other current assets	241.46	(56.07)
Increase in trade and other payables	71.23	39.11
Increase in provisions	32.85	-
Increase in other current liabilities	589.21	326.56
<b>Cash generated from operations</b>	<b>803.03</b>	<b>1,102.83</b>
Tax Expenses/(Refund) / Deferred Tax/(Reversal)	177.60	(34.94)
<b>Net cash inflow from operating activities (A)</b>	<b>980.63</b>	<b>1,067.89</b>
<b>Cash flow used in investing activities</b>		
Proceeds from sale of property, plant and equipment	1,115.21	824.99
Addition in property, plant and equipment	(24.05)	(3.28)
Interest Income from fixed Deposits	14.03	12.54
Bank deposits in excess of 3 months (Net)	(6.84)	103.29
Non-Current Financial Investments	(34.25)	17.10
Repayment of advance against sale of land/others	8.03	(59.40)
<b>Net cash outflow used in investing activities(B)</b>	<b>1,072.14</b>	<b>895.25</b>
<b>Cash flow used in financing activities</b>		
Repayment of Borrowings	(159.48)	(1,519.34)
Unclaimed Dividend Paid	-	-
Interest Expense	(1,720.73)	(600.68)



Net cash outflow used in financing activities (C)	(1,880.21)	(2,120.02)
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	172.57	(156.88)
Cash and cash equivalents at the beginning of the year	6.59	163.47
Cash and cash equivalents at the end of the year	179.16	6.59
Components of cash and cash equivalents		
With banks- in current account	178.58	6.59
Cash on Hand	0.58	-
Total cash and cash equivalents (Refer Note No. 9)	179.16	6.59
Notes form integral part of the financial statements		
As per our report of even date		
<b>For Gupta Rustagi &amp; Co.</b> ICAI F.R.N.: 128701W Chartered Accountants SD/- <b>Niraj Gupta</b> Partner ICAI M.N.: 100808 UDIN # 22100808AJXRCL9248 Place: Mumbai, India Date:30 <sup>th</sup> May, 2022		
SD/- <b>Saket Agarwal</b> Director DIN: 00162608 SD/- <b>Pranali Sulakhe</b> Company Secretary		
SD/- <b>Edwina D'Souza</b> Director DIN: 09532802 SD/- <b>Kunal Lahariya</b> Chief Financial Officer		

**Notes to the Ind AS financial statements for the year ended 31st March, 2022****1 Corporate Information**

Starlog Enterprises Limited ("the Company") was incorporated on 15-12-1983. The Company is operating in Port & Infrastructure facilities, Charter Hire & Operation of Heavy Duty Cranes, Engineering & Erection activities.

**2 Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. The policies have been consistently applied to all the years presented, unless otherwise stated.

**a. Basis of preparation****i. Compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and other relevant provision of the Act.

The Financial Statements are presented in INR and all values are rounded off to the nearest lakhs (INR 00,000), unless otherwise stated. The financial statements have been prepared on a historical cost basis, except certain financial instruments which have been measured at fair value.

**ii. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is No unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**b. Operating segment**

The company is primarily engaged in the business of providing cranes on rental basis. Further all the commercial operations of the company are based in India. Accordingly, there are no separate reportable segments.

**c. Fair value measurement**

The Company measures financial instruments at fair value at each balance sheet date.



Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

#### **d. Revenue recognition**

##### **Rendering of services**

Revenue from hiring of equipment (cranes & trailers) associated with the transaction is recognized when the Company satisfies a performance obligation by transferring promised services. When a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price that is allocated to that performance obligation.

##### **Interest income**

Interest income for debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering contractual terms of the financial instrument but does not consider the expected credit losses.

##### **Dividends**

Dividend is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

##### **Rental Income**

Rental Income from Investment Property is recognized as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with general inflation.

#### **e. Income Tax**

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

##### **Current income tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

##### **Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax loss and tax credits.



Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they to income taxes levied by the same tax authority.

#### **Current and deferred tax for the year**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

#### **f. Property, plant and equipment**

##### **Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

##### **Subsequent expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

##### **Depreciation**

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognized in the statement of profit and loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided over the useful life of assets as assessed by the management as follows-

\*Based on single shift. Cranes owned by the company usually not work for more than single shift and hence double shift are considered only wherever applicable.

The useful lives assessed by the management are in line with the useful lives prescribed in schedule II to the companies Act 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

##### **Reclassification to investment property**

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

**g. Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes), but not for sale in ordinary course of business or for administrative purpose. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any. Any gain or loss on disposal of investment property is recognized in profit and loss.

**h. Investments in Subsidiaries, Associates and Joint Ventures:**

Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**i. Leases**

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**j. Impairment of non-financial assets**

The carrying amounts of property, plant and equipment are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized in the statement of profit and loss when the carrying amount of an asset exceeds its estimated recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortization) had no impairment loss been recognized in prior accounting periods.

**k. Provisions, Contingent liabilities and contingent assets**

Provisions are recognized when the Company has a present legal or constructive obligation, as a result of past events, and it is probable that an outflow of resources, that can reliably be estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where





appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are not recognized but disclosed where the existence of an obligation will only be confirmed by future events or where the amount of the obligation cannot be measured reliably. Contingent assets are not recognized, but are disclosed where an inflow of economic benefits is probable.

#### **l. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits, (which are not pledged) with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

#### **m. Employee Benefits**

##### **Provident Fund / ESIC**

Retirement benefits in the form of Provident Fund / ESIC are a defined contribution scheme and the contributions are charged to the profit and loss of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective funds.

##### **Gratuity / Leave encashment**

The obligation of assets recognized in the balance sheet in respect to defined benefit / leave encashment value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Re-measurement gain and losses arising from experience adjustment and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

#### **n. Foreign currencies**

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company into functional currency at the exchange rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.



**o. Earnings Per Share**

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

**p. Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Difference between actual results and estimates are recognized in the periods in which the results are known / materialized.

**- Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):**

The operation of Company was impacted by the Covid-19 pandemic and while the management believes that such impacts are short term in nature and doesn't anticipate any long-term impact on business prospect. The Company based on its assessment of the business/economic conditions and liquidity position for the next one year, expect to recover the carrying value of assets, and accordingly no material adjustment is considered necessary in the financial statement. It is clearly a dynamic and fast changing situation and the actual impact in the future may be different from those estimated as at the date of approval of these financial results.



Note 3: Property, Plant and Equipment					(₹. in Lakhs)	
Description of Assets	Building	Plant and Machinery	Office Equipment	Motor Cars	Furniture and Fixtures	Total
<b>I. Cost</b>						
Balance as on 1st April, 2020	46.27	39,440.25	191.02	74.54	201.32	39,953.40
Addition	-	-	0.75	-	2.53	3.28
Disposal/Transfers	-	(1,911.96)	-	-	-	(1,911.96)
Balance as on 31st March, 2021	46.27	37,528.29	191.77	74.54	203.85	38,044.72
Addition	-	-	2.79	-	21.26	24.05
Disposal/Transfers	-	(5,141.08)	-	(17.74)	-	(5,158.82)
Balance as on 31st March, 2022	46.27	32,387.21	194.56	56.80	225.11	32,909.95
<b>II. Accumulated Depreciation</b>						
Balance as on 1st April, 2020	35.05	30,939.77	182.01	73.38	172.55	31,402.76
Charge For The Year	0.28	1,121.67	2.95	-	3.52	1,128.42
Disposal/Transfers	-	(1,455.70)	-	-	-	(1,455.70)
Balance as on 31st March, 2020	35.33	30,605.74	184.96	73.38	176.07	31,075.48
Charge For The Year	1.08	872.12	2.43	-	3.60	879.22
Disposal/Transfers/ Adjustments	-	(4,328.73)	-	(16.85)	-	(4,345.58)
Balance as on 31st March, 2022	36.41	27,149.12	187.39	56.53	179.67	27,609.12
<b>Carrying Amount</b>						
As at 31 <sup>st</sup> March, 2021	10.94	6,922.55	6.81	1.16	27.78	6,969.24
As at 31st March, 2022	9.86	5,238.09	7.18	0.27	45.44	5,300.83

**Notes:**

(i) Building has been mortgaged for the purpose of borrowings. The details relating to the same have been described in Note 15.



	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>4 Investment Properties</b>		
Freehold Land	1,226.26	1,226.25
<b>Total</b>	<b>1,226.26</b>	<b>1,226.25</b>

**Note:**

(i) Freehold land at 3 locations was held for purpose of earning capital appreciation. Hence it has been reclassified to Investment Property as per IND AS 40.

(ii) Land located at Raigad District, Maharashtra, is mortgaged for the purpose of borrowings. The details relating to the same have been described in Note 15.

(iii) Further, out of the above Investments, land was situated at Kolkata was under sale pending necessary government permissions and the proceeds received against above transaction is shown under advance against sale of land in Note 17 hereinafter.

**Financial assets**

**5 Non-Current Investments**  
**Investments Unquoted unless stated otherwise**

**A. Unquoted Equity Shares**

**Investment in Subsidiaries measured at cost unless stated otherwise**

Kandla Container Terminal Private Limited 1,99,99,400 (Previous Year 1,99,99,400) Equity Share of Rs.10 Face Value	1,999.94	1,999.94
Starlift Services Private Limited 74,95,025 (Previous Year 74,95,025) Equity Share of Rs.10 Face Value	1,518.27	1,518.27
Starport Logistics Limited 18,04,793 (Previous Year 18,04,793) Equity Share of Rs.10 Face Value	8,218.84	8,218.84
West Quay Multi Port Private Limited 5,100 (Previous Year 5,100) Equity Share of ₹. 10 Face Value	0.51	0.51
Provision for Impairment	(7,468.83)	(7,468.83)

**B. Unquoted Preference Shares**

**Investment in Subsidiaries measured at cost unless stated otherwise**

Kandla Container Terminal Private Limited 1,00,00,000 (Previous year 1,00,00,000) 0.001% Cumulative compulsorily convertible preference shares of Rs 10 Face Value	2,004.00	2,004.00
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**C. Investment in Associate****Unquoted Equity Shares**

South West Port Limited

1,20,12,000 (Previous Year 1,20,12,000)

1,201.20

1,201.20

Equity Share of Rs. 10 Face Value

**D. Investment carried at fair value through OCI**Lexicon Finance Limited <sup>1</sup>

1,00,000 (Previous Year 1,00,000) Equity

10.98

10.98

Share of ₹. 10 Face Value

**Total Non-Current investments****7,484.90****7,484.91****[A+B+C+D]**

Aggregate value of Unquoted Investments

14,953.74

14,953.74

Aggregate value of Impairment

(7,468.83)

(7,468.83)

**7,484.90****7,484.91**

<sup>1</sup> Investments at fair value through OCI (fully paid) reflect investment in unquoted equity securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Group. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The latest financial statement of Lexicon Finance Limited is available for year ended 31-03-2018 however there is no material difference in fair valuation between 31-03-2018 and 31-03-2017. Hence the fair valuation which was done in 31-03-2017 is being continued.

**6 Other Financial Assets - Non-Current**

(Unsecured considered good, unless otherwise stated)

Others - Award Receivable

709.38

709.38

Fixed Deposits (earmarked)<sup>1</sup>

171.30

164.46

Security deposit to Related Parties

304.77

271.60

Security deposit to others

285.43

284.35

Less: Allowance for Expected Credit Loss

(303.72)

(303.72)

**Total Other Financial Assets - Non-Current****1,167.16****1,126.07**

<sup>1</sup> Earmarked fixed deposits are given as collateral against bank guarantees provided to operational vendors, customs department and towards corporate credit card utilization.

**7 Other Non-Current Assets**

Prepaid expenses

28.09

41.23

Advance Tax (Net of Provision)

961.82

1,139.42

**Total Other Non-Current Assets**

37.99

15.11

**1,027.90****1,195.76****8 Trade Receivables**

Unsecured, considered good

1,438.36

2,874.72

Less: Allowance for Expected Credit Loss

(547.89)

(1843.14)

**Total Trade Receivables****890.47****1,031.58**

**Of the above, Trade Receivables from:**

Related Parties

Others

890.47

1,031.58

No trade receivable is due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing.

**Trade receivables Ageing (outstanding for following periods from due date of payment)**

As on 31-03-2022	Not due	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables- considered good	107.27	132.71	60.40	5.69	-	-	306.07
Undisputed Trade receivables- which have significant increase in credit risk	-	-	-	-	133.71	258.99	392.70
Undisputed Trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-	-
Disputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	40.33	40.33
Disputed Trade receivables- credit impaired	-	-	-	-	-	699.26	699.26
<b>Total</b>	<b>107.27</b>	<b>132.71</b>	<b>60.40</b>	<b>5.69</b>	<b>133.71</b>	<b>998.58</b>	<b>1,438.36</b>
Less: Allowance for credit loss							547.89
<b>Total trade receivables</b>							<b>890.47</b>
Unbilled Revenue disclosed separately at Note No. 11.							



As on 31-03-2021	Not due	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables- considered good	46.37	240.75	105.67	198.37	-	-	591.16
Undisputed Trade receivables- which have significant increase in credit risk	-	-	-	-	176.20	65.26	241.46
Undisputed Trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-	-
Disputed Trade receivables- which have significant increase in credit risk	-	-	-	-	40.33	-	40.33
Disputed Trade receivables- credit impaired	-	-	-	-	129.17	1,872.60	2,001.77
<b>Total</b>	<b>46.37</b>	<b>240.75</b>	<b>105.67</b>	<b>198.37</b>	<b>345.70</b>	<b>1,937.86</b>	<b>2,874.72</b>
Less: Allowance for credit loss	-	-	-	-	-	-	1,843.14
<b>Total trade receivables</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,031.58</b>
Unbilled Revenue disclosed separately at Note No. 11.							

## 9 Cash and Cash Equivalents

Balance with banks

- In current accounts

Cheque on hand

Cash on hand

**Total Cash and Cash Equivalents**

178.58 6.59

- -

0.58 -

**179.16 6.59**



**10 Loans - Current**

(Unsecured considered good, unless otherwise stated)

Loan and Advance to Related parties	1,389.54	1,270.6
Less: Allowance for Expected Credit Loss	(857.76)	(857.76)
	531.78	412.84
Advance Recoverable in cash or in kind or value to be received	160.36	435.36
Less: Allowance for Expected Credit Loss	(0.36)	(0.36)
	160.00	435.00
<b>Total Loans</b>	<b>691.78</b>	<b>847.84</b>

The company has made loans or advances to related parties (as defined under The Companies Act, 2013) as given below:

Type of Borrower	Amount of loan or advances in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Related Parties-		
-Kandla Container Terminal Private Limited	103.6	6.68%
-Starport Logistics Limited	140.17	9.04%
-Tusker Cranes Private Limited	1,145.76	73.92%

**11 Other Financial Assets**

Unbilled Revenue	78.04	112.95
<b>Total Other Financial Assets</b>	<b>78.04</b>	<b>112.95</b>

**12 Other Current Assets**

Prepaid Expenses	32.21	32.21
Advance to Suppliers - Related Parties	-	31.31
Advance to Suppliers - Others	295.44	735.58
Advance for Land	195.74	195.73
Others	18.45	38.47
<b>Sub Total</b>	<b>541.84</b>	<b>1,033.30</b>
Less: Allowance for Expected Credit Loss (Adv. To Suppliers)	(64.52)	(314.52)
<b>Total Other Current Assets</b>	<b>477.32</b>	<b>718.78</b>

**13 Equity Share Capital****Authorised Equity Share Capital**

3,00,00,000 Equity Shares of par value ₹. 10/- each	3,000.00	3,000.00
	<b>3,000.00</b>	<b>3,000.00</b>

**Issued, Subscribed & Paid-up**

1,19,66,985 Equity Shares of par value ₹. 10/- each	1,196.69	1,196.69
	<b>1,196.69</b>	<b>1,196.69</b>

**(i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Equity Shares	As at 31st March 2022		As at 31st March 2021	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	1,19,66,985	1,196.69	1,19,66,985	1,196.69
Issued during the year	-	-	-	-
Outstanding at the end of the year	<b>1,19,66,985</b>	<b>1,196.69</b>	<b>1,19,66,985</b>	<b>1,196.69</b>

**(ii) Terms/ rights attached to equity shares:**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the shares held by the shareholder.

**(iii) Details of shareholders holding more than 5% Shares in the Company:**

Name of shareholder	As at 31st March 2022		As at 31st March 2021	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares of ₹. 10 each fully paid				
Mr. Saket Agarwal	77,11,000	64.44%	77,11,000	64.44%
PSA India Pte. Ltd.	15,00,000	12.53%	15,00,000	12.53%

The Company has not issued any equity shares as bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately March 31, 2022

**14 Other Equity**



Capital Reserves	100.00	100.00
Capital Redemption Reserves	1,080.32	1,080.32
Securities Premium	4,798.33	4,798.33
General Reserves	11,153.22	11,153.22
<b>Retained Earnings:</b>		
As per last Balance Sheet	(20,257.19)	(17,203.30)
Net profit/ (loss) for the year	(2,671.45)	(3,053.89)
Balance at the end of the year	(22,928.63)	(20,257.19)
<b>Other Comprehensive Income:</b>		
As per last Balance Sheet	(8.02)	(8.02)
Remeasurements of Employment Benefit Obligations	(14.47)	-
Balance at the end of the year	(22.49)	(8.02)
<b>Total Other Equity</b>	<b>(5,819.26)</b>	<b>(3,133.34)</b>

## 15 Borrowings

Term Loan from Banks	1,156.54	1,156.54
Term Loan from Finance Companies	6,903.54	7,935.30
<b>Total Borrowings</b>	<b>8,060.08</b>	<b>9,091.84</b>
Less: Current Maturities (Refer Note 18)	(8,060.08)	(9,091.84)
<b>Total Borrowings</b>	<b>-</b>	<b>-</b>

- The above borrowings carry interest rate ranging from 12% to 17%.
- The above maturity profile does not include overdue borrowing of Rs. 8,060.08 lakhs (PY: Rs. 9,091.84 lakhs) as on 31-03-2022.
- All the above loans are secured by exclusive hypothecation of Plant and Machinery financed by each lender there-against and part of the receivables under specific charter hire agreements.
- Additionally, Rs 5231.30 lakhs is secured by way of exclusive charge of Company's property located at Mumbai, and Rs. 1156.53 lakhs are secured by way of mortgage of freehold land at Raigad, Maharashtra.

## 16 Provisions - Non - Current

Provisions for employee benefits (Refer Note 35)		
Leave Obligations	11.25	7.26
Gratuity	27.85	-
<b>Total Provisions for employee benefits</b>	<b>39.00</b>	<b>7.26</b>



	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>17 Other Non - Current Liabilities</b>		
Advance against sale of Land/Others <sup>1</sup>	1,145.52	1,137.48
Advance against sale of Shares	1,201.20	1,201.21
Other Liabilities	79.30	79.29
<b>Total Other Non - Current Liabilities</b>	<b>2,426.02</b>	<b>2,417.98</b>

1. This advance includes an amount of Rs. 1,120.52 lakhs received by the Company from Starlift Services Private Limited ('Starlift'), a subsidiary of the Company. The Company received a total advance of Rs. 1660 lakhs against sale of land/ others from Starlift. However, the Company could not complete the transfer due to non-completion of legal formalities (Refer Note 4). As the same could not be completed by the Company, the agreement was terminated and entire amount of Rs. 1660 lakhs became payable to Starlift. As against this outstanding, the Company has repaid certain amounts. Further, the Company has also rendered services to Starlift for which it has receivables as on 31-03-2022. Accordingly, the amounts repaid and amounts receivable from Starlift have been netted off and balance amount is shown as advance repayable.

<b>18 Borrowings</b>		
Current maturities of long-term borrowings	8,060.08	9,091.84
	<b>8,060.08</b>	<b>9,091.84</b>
<b>19 Trade and Other Payables</b>		
Outstanding dues of micro enterprises and small enterprises	3.11	3.59
-Outstanding dues of micro enterprises and small enterprises - Others	476.80	382.93
- Outstanding dues of micro enterprises and small enterprises - Related Parties	115.51	138.48
<b>Total Trade Payables</b>	<b>595.42</b>	<b>525.00</b>

Trade Payables Ageing (outstanding for following periods from date of booking/ due date of payment)

As on 31-03-2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.11	-	-	-	3.11
(ii) Others	142.75	39.18	0.21	410.16	592.31
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>145.86</b>	<b>39.18</b>	<b>0.21</b>	<b>410.16</b>	<b>595.42</b>



As on 31-03-2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.59	-	-	-	3.59
(ii) Others	90.30	34.07	174.12	222.92	521.41
(iii) Disputed dues - MSME	-	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>93.89</b>	<b>34.07</b>	<b>174.12</b>	<b>222.92</b>	<b>525.00</b>

## 20 Other Financial Liabilities - Current

Interest accrued	8,420.02	7,547.74
	<b>8,420.02</b>	<b>7,639.58</b>

There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at the balance sheet date.

## 21 Provisions

Provisions for employee benefits (Refer Note 35)

Leave Obligations	0.48	0.28
Gratuity	0.91	-
<b>Total Provision</b>	<b>1.39</b>	<b>0.28</b>

## 22 Other Current Liabilities

TDS Payable	693.36	700.34
Advance From Customers		
- Others	465.93	206.32
- Related Parties	-	-
Other Statutory Dues	1,100.10	868.37
Advance Against Sale of Premises	240.00	24.00
Other Current Liabilities	1,105.06	1,082.59
Bank Overdraft	-	184.90
<b>Total Other Current Liabilities</b>	<b>3,604.44</b>	<b>3,066.52</b>

## 23 Revenue From Operations

Service Charges from:

- Crane Operations	1,448.24	1,780.23
- Crane mobilization	-	33.50
<b>Total Revenue from Operations</b>	<b>1,448.24</b>	<b>1,813.73</b>

## 24 Other Income

Interest Income from Bank Deposits	14.03	12.54
Rent Income	-	19.20
Profit on Sale of Asset	301.97	368.73
Interest on Income Tax Refund	42.70	-
Other Income	0.68	0.04



Insurance Claim	-	39.03
Sundry Balance Written back	317.77	285.75
<b>Total Other Income</b>	<b>677.15</b>	<b>725.29</b>
<b>25 Employee Benefit Expense</b>		
Salaries, wages and bonus	424.64	395.53
Contribution to provident and other funds	33.69	44.09
Staff welfare expenses	14.68	12.85
<b>Total Employee Benefit Expense</b>	<b>473.01</b>	<b>452.47</b>
<b>26 Power and Fuel Expense</b>		
Power and Fuel	46.03	42.02
<b>Total Power and Fuel Expense</b>	<b>46.03</b>	<b>42.02</b>
<b>27 Depreciation/Amortization</b>		
Depreciation on Plant, Property and Equipment's (Refer Note 3)	879.22	1,128.42
<b>Total Depreciation Expense</b>	<b>879.22</b>	<b>1,128.42</b>
<b>28 Other Expenses</b>		
Consumption of stores, spares and loose tools	55.90	68.52
Freight and Crane Mobilization Charges	391.10	174.34
Rent (Includes Company Accommodation to Employees)		
- Premises	33.43	48.53
- Equipment	29.37	39.26
- Other	23.71	25.49
Insurance	47.06	53.65
Repair & Maintenance:		
- Plant and machinery	54.09	52.07
- Building	12.85	6.31
- Others	1.41	1.21
Advertisement and Business Promotion Expenses	3.33	4.55
Interest on delayed payment of taxes	248.66	149.48
Travelling, Conveyance and Car Expense	81.46	80.76
Printing and Stationery	8.18	4.82
Legal and Professional Fees	109.72	24.98
Payment To Auditor	7.75	8.00
Postage and Telegram	12.22	8.71
Rates & Taxes	22.04	16.53
Subscription & Membership Fees	10.40	10.56



Bad debts Written Off	1.01	51.84
Miscellaneous expenses	16.66	47.74
Prior Period Expenses	50.04	-
Sundry Balance Written off	17.70	117.42
<b>Total Other Expenses</b>	<b>1,238.08</b>	<b>994.77</b>

**Note:****Details of payment to auditors**

- Audit Fee	4.00	5.00
- Quarterly Results Review	3.00	3.00
- Tax Audit	0.75	-
<b>Total</b>	<b>7.75</b>	<b>8.00</b>

**29 Finance Cost**

Interest		
- Banks	364.49	601.04
- Financial Institutions/Companies	2,073.84	1,998.17
Bank Charges	1.38	5.00
<b>Total Finance Cost</b>	<b>2,439.71</b>	<b>2,604.21</b>

**30 Exceptional Items**

Trade receivables, Other financial assets and equipment- written off <sup>^</sup>	453.33	-
Liabilities no longer required, written back - Other F&F <sup>^</sup>	(732.55)	-
Provision	-	1,645.26
Income earned due to Loan OTS	-	(1,274.24)
<b>Total Exceptional Items</b>	<b>(279.22)</b>	<b>371.02</b>

<sup>^</sup> The company has carried out detailed analysis/verification of trade receivables, other financial assets and equipment, and based on such analysis and verification, assets amounting to Rs.453.33 lakhs have been written off. Further, company has identified the liabilities amounting to Rs. 732.55 lakhs, no longer required, which have been written back.

**31 Financial Assets measured at Fair Value**

<b>Investment carried at fair value through OCI</b>	<b>Notes</b>		
Valuation Method - Level 3 (Refer Note below)	5	10.98	10.98
<b>Total financial asset</b>		<b>10.98</b>	<b>10.98</b>

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. There are no items falling under Level 1.





**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. There are no items falling under Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**Note:**

There are no financial liabilities which are measured at fair value - recurring fair value measurements or at amortized cost for which fair values are required to be disclosed.

### 32 Capital Management

For the purpose of the Company's capital management, equity includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximize shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The company's policy is to keep debt equity ratio below two. There is constant endeavor to reduce debt as much as feasible and practical by improving operational and working capital management.

\*The Net Debt Equity ratio is not applicable as equity is negative.

### 33 Contingent liabilities not provided for:

<b>A</b>	Guarantees given by banks on behalf of the Company	155.79	155.79
<b>B</b>	No provision has been made for Sales Tax demands / MVAT (Principal Amount) which have been disputed by the Company at various forum (plus applicable interest and penalty). The Company believes that it has a good case and therefore no provision has been made in the books for the same.	10,068.00	10,068.00
<b>C</b>	One of the lenders has invoked the Shortfall Undertaking provided by the Company against loan taken Kandala Container Terminal Private Limited ('Kandala'), a subsidiary of the Company and recovery suit was filed by the lender. The matter was adjudicated by the DRT, Mumbai, on 8th March, 2018, directing the issuance of recovery certificate which was issued on 4th February, 2019. The Company has filed a review application against the impugned order and has further filed a praecipe on 17th May, 2018, with the DRT to list the matter on an urgent basis. The matter is sub-judice. The amount given alongside is excluding Interest.*	6,627.20	6,627.20
<b>D</b>	Commissioner of Customs (Export) has raised a demand on the company for non-fulfilment of its EPCG obligations. The Company is disputing the demand and is in process of filing necessary reconciliation/certificate/statement with concerned departments. The amount given alongside is excluding Interest.	1,294.67	1,294.67
		<b>18,145.67</b>	<b>18,145.67</b>



\*One of the lenders to a subsidiary of the company has invoked shortfall undertaking amounting to Rs. 6,627.20 Lakhs for loan taken by the subsidiary. The same has been disputed by the Company and the entire Debt due taken by the subsidiary has been deposited in Gujarat High Court and the matter is sub-judice

### 34 Financial Risk Management

The Company's principal financial liability represents Borrowings. The main purpose of this financial liability is to pay for Company's operations. The Company's principal financial assets consist of investments in subsidiaries and jointly controlled companies, plant property & equipment, investment properties and trade receivables that are derived directly from its operations. The Company's activities expose it to credit risk, liquidity risk and market risk. All such activities are undertaken within an approved risk management policy framework. The Board of Directors approves these policies for managing each of these risks, which are summarized below:

#### (a) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from Trade Receivables and other Financial Asset. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through credit approvals and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company has adopted expected lifetime credit loss model to assess the impairment loss, and is positive of the realisability of the other trade receivables and other Financial Asset.

#### (b) Liquidity risk

Liquidity risk arise from the unlikely possibility of Companies inability to meet its cash flow commitments on due date. Company exercises local financial market to meet its liquidity requirement. During the current year, the Company has settled a substantial portion of its financial obligations with Bank / Financial Institutions and is in process of settling the majority of its remaining dues with Financial Institutions / Banks by monetising its assets. This will enable to mitigate the Liquidity Risk of the Company thereby strengthen the financial position of the Company.

#### Maturity of financial liabilities

Contractual maturities of Financial Liabilities as on 31<sup>st</sup> March 2022

Particulars	Upto 1 Year	1-2 Year	2-3 Year	3-4 Year	More Than 4 Year	Total
Borrowings	8,060.08	-	-	-	-	8,060.08
Trade Payables	595.42		-	-	-	595.42
Other Financial Liabilities	8,420.02		-	-	-	8,420.02



Contractual maturities of Financial Liabilities as on 31 <sup>st</sup> March 2021						
Particulars	Upto 1 Year	1-2 Year	2-3 Year	3-4 Year	More Than 4 Year	Total
Borrowings	9,091.84	-	-	-	-	9,091.84
Trade Payables	525.00	-	-	-	-	525.00
Other Financial Liabilities	7,547.74	-	-	-	-	7,547.74

**(c) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises Foreign Currency Risk and Interest Risk.

**(i) Foreign Currency Risk**

The Company does not have any exposure in foreign Currency. Hence, there is no Foreign Currency Risk in the Company.

**(ii) Interest Rate Risk**

Company's exposure to the risk of changes in market interest rate relates to the floating rate obligations.

The exposures of the Companies borrowings and interest rate changes at the end of the reporting period are as follows:

**Interest Rate Exposure Borrowings**

Fixed Rate Borrowings	6,903.53	7,935.30
Fluctuating Rate Borrowing	1,156.55	1,156.54
<b>Total Borrowings (including Current Year Maturities)</b>	<b>8,060.08</b>	<b>9,091.84</b>

**Sensitivity Analysis of 1% change in Interest Rate:**

Interest Rate Sensitivity analysis on Term Loan	Interest Movement	Profit / (Loss)	Profit/ (Loss)
Impact on Company's profit / loss, if the Interest Rates had been 100 bps higher / lower and all other variables remains constant	Up	(11.57)	(11.57)
	Down	11.57	11.57

**35 Assets and liabilities relating to employee benefits**

**(i) Leave obligations**

The leave obligations cover the Company's liability for earned leave and sick leave.

**(ii) Post-employment obligations - Gratuity**

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen-day wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. This defined benefit plans expose the Company to actuarial risks, such as interest rate risk and market (investment) risk.

**(iii) Balance sheet amounts - Gratuity**

The amounts recognized in the balance sheet and the movements in the net defined benefit obligations over the year are as follows:

**(a) Statement showing changes in present value obligation**

	<b>Gratuity</b>	
Present value of obligations at the beginning of the year	<b>11.60</b>	<b>25.43</b>
Interest expense/(income)	5.83	1.95
Current Service Cost	3.11	2.09
Benefit paid	-	-
Other Changes	-	-
Remeasurements (or actuarial) (gain) / loss arising from:	-	-
- Due to change in financial assumptions	-	1.29
- Due to experience adjustments	-	(19.15)
- Due to experience (Gains)/Losses	8.22	-
<b>Present value of obligations at the end of the year</b>	<b>28.76</b>	<b>11.60</b>

**(b) Statement showing changes in the fair value of plan assets**

	<b>Gratuity</b>	
<b>Fair Value of Plan Assets at the beginning of the year</b>	<b>29.90</b>	<b>29.90</b>
Expected return on plan assets	-	-
Contributions	14.66	-
Benefits Paid	-	-
Other Changes	(20.94)	-
Actuarial gains/(Losses) on plan assets	-	-
<b>Fair Value of Plan Assets at the end of the year</b>	<b>23.61</b>	<b>29.90</b>

**(c) Unfunded liability/ (Overfunded Asset) recognized in Balance Sheet**

	-	
	5.14	(18.30)

**(d) Expenses recognized during the year**

Current Service Cost	3.11	2.09
Total Service Cost	<b>3.11</b>	<b>2.09</b>
Interest Expense on DBO	5.83	1.95
Interest (Income) on Plan Assets	-	-
<b>Net Interest Cost</b>	<b>5.83</b>	<b>1.95</b>
<b>Defined Benefit Cost included in P &amp; L</b>	<b>8.94</b>	<b>4.04</b>
Remeasurements - Due to Financial Assumptions	-	-
Remeasurements - Due to Experience Adjustments	-	-
Remeasurements - Due to experience (Gains)/Losses	8.22	-
(Return) on Plan Assets (Excluding Interest Income)	-	-
<b>Total Remeasurements in OCI</b>	<b>8.22</b>	<b>-</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>17.16</b>	<b>4.04</b>

**(e) Experience adjustment**

	Gratuity	
Experience adjustment on obligations	8.22	-
Experience adjustment on plan assets	-	-

**(f) Actuarial Assumptions**

	Gratuity	
Discount Rate	6.98%	6.90% -7.5%
Salary Escalation	7.00%	4.00% - 7.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14)	

**(g) Sensitivity analysis of 1% change in assumption**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Assumptions	31st March 2022		31st March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate	(1.52)	1.75	-	-
Salary growth rate	1.13	(0.89)	-	-
Salary withdrawal rate	0.26	(0.31)	-	-



(h) 100% of the plan assets are invested in Insurer Managed Fund which is in India.

(i) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which is Asset volatility. The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The plan assets are invested by the company in insurer manager fund wholly with the Life Insurance Corporation of India ("LIC"). The Company intends to maintain this investment in the continuing years.

(j) Other long-term employee benefits

The Company's liability on account of compensated absences is not funded and hence the disclosures relating to planned assets are not applicable. Compensated absences of INR 11.63 Lakhs (31 March 2021: INR 7.54 Lakhs) expected to be paid in exchange for the services recognized as an expense during the period.

36. Related Party Transactions

Description of Relationship	Name of Party	Place of Incorporation
Subsidiary	Starport Logistics Limited	India
	Starlift Services Private Limited	India
	ABG Turnkey Private Limited	India
	India Ports & Logistics Private Limited	India
	Dakshin Bharat Gateway Terminal Private Limited	India
	Kandla Container Terminal Private Limited	India
	West Quay Multiport Private Limited <sup>1</sup>	India
Jointly Controlled Entities <sup>2</sup>	ALBA Asia Private Limited	India
	ALBA Marine Private Limited	India
	Haldia Bulk Terminals Private Limited	India
	Vizag Agriport Private Limited	India
Associate KMP Significant Influence	South West Port Limited	India
	Agbros Leasing and Finance Private Limited	India
	ABG Power Private Limited	India
	Oblique Trading Private Limited	India
	Megalift Material Handling Private limited	India
	Tagus Engineering Private Limited	India
	Tusker Cranes Private Limited	India
Key Managerial personnel (KMP)	Mr. Saket Agarwal, Managing Director	India
	Mrs. Kumkum Kamlesh Agarwal, Director (Resigned on 14/03/2022)	India



Mrs. Edwina Dsouza, Director (w.e.f.- 21/03/2022)	India
Mr. Kunal Lahariya, CFO (w.e.f.- 08/02/2022)	India

<sup>1</sup> Section 2(87) companies Act, 2013, defines a "subsidiary company" or "subsidiary", in relation to any other company (that is to say the holding company), as a company in which the holding company:

- a. controls the composition of the Board of Directors; or
- b. exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies:

Total Share Capital", for the purposes of section 2(87), means aggregate of the:

- i. paid-up equity share capital and
- ii. convertible preference share capital.

<sup>2</sup> These entities are Joint Ventures between Starport Logistics Limited, subsidiary of the Company and M/s Louis Dreyfus Armateurs SAS ('LDA'). LDA has made equity investments in these entities which are pending allotment. On allotment, these entities will cease to be joint ventures of the Company and **become subsidiaries of LDA**.

### Significant Transactions with Related Parties

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of transaction	Nature of relationship		
<b>Sale of Services/Mob De-Mob Charges</b>			
Starlift Services Private Limited	Subsidiary company	-	76.67
<b>Rental Income</b>			
Dakshin Bharat Gateway Terminal Private Limited	Subsidiary company	-	19.20
<b>Salary &amp; Perquisites</b>			
Saket Agarwal	Key Managerial Personnel	47.04	41.58
Edwina Dsouza	Key Managerial Personnel	5.11	-
Kunal Lahariya	Key Managerial Personnel	6.17	-
<b>Expense incurred on behalf of other by us / (on behalf of us by others)</b>			
Starport Logistics Limited	Subsidiary company	-	8.13
ABG Turnkey Private Limited	Subsidiary company	-	0.01
Starlift Services Private Limited	Subsidiary company	8.25	16.53
Agbros Leasing and Finance Private Limited	KMP exercises significant influence	0.01	2.58
Megalift Material Handling Private limited	KMP exercises significant influence	-	0.11
Oblique Trading Private Limited	KMP exercises significant influence	-	6.87



**Loans & Advances Taken**

Dakshin Bharat Gateway Terminal Private Limited <sup>1</sup>	Subsidiary company	216.00	24.00
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**Loans & Advances Repaid**

Starlift Services Private Limited	Subsidiary company	474.60	176.87
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**Loans & Advances Given**

Kandla Container Terminal Private Limited	Subsidiary company	8.45	11.99
Starport Logistics Limited	Subsidiary company	110.49	8.13

**Other Advances Taken**

Starlift Services Private Limited	Subsidiary company	13.54	-
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<sup>1</sup> Advance towards sale of flat with approval of Lender

**Nature of transaction****Nature of relationship****Rent Paid / (Received)**

Dakshin Bharat Gateway Terminal Private Limited	Subsidiary company	-	(19.20)
Oblique Trading Private Limited	KMP exercises significant influence	-	39.38

**Security Deposit Refunded back to the company/ Written off / Adjusted**

Oblique Trading Private Limited (Adjusted)	KMP exercises significant influence	-	14.55
Tagus Engineering Private Limited (Repaid/written off)	KMP exercises significant influence	-	40.00

**Trade Payables / Expense Incurred on Behalf of Company**

Oblique Trading Private Limited	KMP exercises significant influence	22.97	-
Megalift Material Handling Private limited	KMP exercises significant influence	0.72	-

**Outstanding Balances****Nature of Balances****Nature of relationship****Trade Payables / Expense Incurred on Behalf of Company**

Oblique Trading Private Limited	KMP exercises significant influence	-	22.97
Megalift Material Handling Private limited	KMP exercises significant influence	-	0.72



ALBA Asia Private Limited	Jointly Controlled Entity	115.51	115.51
<b>Security Deposits against Premises</b>			
ABG Power Private Limited <sup>a</sup>	KMP exercises significant influence	263.50	230.32
<b>Advances Given</b>			
Tusker Cranes Private Limited	KMP exercises significant influence	1,145.76	1,145.76
Kandla Container Terminal Private Limited	Subsidiary company	103.60	95.15
ABG Power Private Limited	KMP exercises significant influence	-	33.18
Starport Logistics Limited	Subsidiary company	140.17	29.69
ABG Turnkey Private Limited	Subsidiary company	-	0.23
West Quay Multiport Private Limited	Subsidiary company	0.18	0.18
<b>Advances Received</b>			
Starlift Services Private Limited (For Sale of Land/Crane) <sup>b</sup>	Subsidiary company	1,120.52	1,112.48
'Dakshin Bharat Gateway Terminal Pvt. Ltd. (For Sale of Premises)	Subsidiary company	240.00	24.00
			-
<b>Investments</b>			
Starport Logistics Limited	Subsidiary company	8,218.84	8,218.84
Starlift Services Private Limited	Subsidiary company	1,518.27	1,518.27
Kandla Container Terminal Private Limited	Subsidiary company	1,999.94	1,999.94
West Quay Multiport Private Limited	Subsidiary company	0.51	0.51
South West Port Limited	Associate Company	1,201.20	1,201.20
<b>Investments in preference shares</b>			
Kandla Container Terminal Private Limited	Subsidiary company	2,004.00	2,004.00

<sup>a</sup>. The company has transferred advance of Rs. 33.18 lakhs to security deposit A/c during the F.Y. 2021-22.

<sup>b</sup>. Starlift Services Private Limited had paid an advance of Rs. 1,660 lakhs to the Company against sale of land, subject to completion of legal requirements. As the same could not be completed by the Company, the agreement was terminated and the entire amount of Rs. 1,660 lakhs became payable to Starlift. The outstanding amount payable to Starlift as on 31.3.2021 has reduced to Rs. 1,112.48 lakhs through adjustment of trade receivable from Starlift as well as advances given/repaid.



### 37 Earnings/(Loss) Per Equity Share

Profit/ (loss) for the year	(2,671.45)	(3,053.89)
Weighted Average number of Equity shares outstanding during the year	119.67	119.67
Basic and diluted earnings/ (loss) per share	(22.32)	(25.52)
Nominal value of an equity share	10.00	10.00

There is no movement in equity share capital and neither there is change in the nominal value per share during the year ended March 31, 2022 and March 31, 2021.

### 38. Disclosure requirements as per Ind AS 115 - Revenue from contracts with customers

#### a) Contracts with Customers

The Company has single source of revenue i.e., Crane hiring & mobilisation. It is disclosed in Note 23 - Revenue from Operations in the financial statements.

#### b) Details of Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers.

Particulars	31st March 2022	31st March 2021
Trade Receivables	890.47	1,031.58
Contract Assets	78.04	112.95
Contract Liabilities	465.93	206.32

- Impairment loss on trade receivables has been disclosed separately under the notes for trade receivable.

- Contract assets are where performance obligations have been partly discharged by the Company and the balance is to be performed in due course.

- Contract liabilities are entity's obligation to transfer services to a customer for which the Company has received consideration from the customer.

#### c) Performance Obligations

"The contract (work orders) with customers includes a clause of maintenance of log sheets for working hours. The log sheets need to be signed by authorized personnel of customer. The Company submits invoice along with the detailed log sheets and customer makes payment after necessary verification. As per work orders entered with customers, performance obligations for Company is to provide the crane services and once log sheets are signed by both the parties it denotes that performance obligations is completed and Company is eligible to receive the payment as agreed. At this stage an enforceable claim becomes due and no services are incomplete.

The contract is a fixed price contract and do not contain any financing component. The payment is generally due within 30-60 days. There are no other significant obligations attached in the contract with customer."

#### d) Determining the transaction price and the amounts allocated to performance obligations

Revenue recognised in the statement of profit and loss with the contracted price does not have any adjustments made to the contract price.



### 39. Segment Information

The company is primarily engaged in the business of providing cranes on rental basis. Further all the commercial operations of the company are based in India. Accordingly, there are no separate reportable segments.

40. The gap between the current liabilities and current assets amounting to Rs. 18,364.59 lakhs is mainly on account of current maturities of long term debt. The Company is actively engaged in one time settlement with remaining 1 lender through monetizing some of its fixed assets, recovery of dues from its clients and improving EBIDTA. During the year ended March 31, 2022, the company has sold cranes amounting to Rs. 1207.50 lakhs, which has resulted in profit of Rs. 301.97 lakhs. Entire proceeds realized, has been paid to the lenders to reduce the debt of the Company.

41. On 1st February 2022, company has received a revised sanction of One Time Settlement (OTS) from JM Financial Assets Reconstruction Company Limited (JMFARC). As per the revised OTS letter, the Company is required to make payment of Rs.2,800 lakhs as full and final settlement. This revised OTS letter is pursuant to the payment of Rs1,000 lakhs by the Company to JMFARC in the F.Y. 2020-21. However, pending balance payment under revised OTS, release of No Dues Certificate from JMFARC and related documents, Company has not recognized the impact of OTS in its books of accounts. Company is continuing with the pre-OTS loan liability and accounted full year interest on the same. Against the total liability (Outstanding loans and interest) of Rs. 11,868.23 lakhs as on March 31, 2022, company is required to make payment of Rs. 1,800 lakhs only.

42. On 25th January 2022, company has received the sanction of One Time Settlement (OTS) from Edelweiss Assets Reconstruction Company Limited (Edelweiss). As per the OTS letter, the Company is required to make payment of Rs.850 lacs as full & final Settlement. The Company has complied with terms by making payment of Rs 450 lacs by March 31, 2022. However, pending balance payment under OTS, release of No Dues Certificate from Edelweiss and related documents, Company has not recognized the impact of OTS in its books of accounts. Company is continuing with the pre-OTS loan liability and accounted full year interest on the same. Against the total liability (Outstanding loans and interest) of Rs. 1672.78 lakhs as on March 31, 2022, company is required to make payment of Rs. 400 lakhs only.

43. The balances in Trade Receivable, Trade Payable, Advances and certain Bank balances are subject to reconciliation/confirmation and adjustment, if any. In the opinion of the management there will be no material adjustment and if any, will be carried out as and when ascertained.

44. The Company has not received balance confirmation from Axis Bank (the Lender) as at March 31,2022. In the opinion of the management there will be no material adjustment on the confirmation by the Lenders.

45. The company has elected to carry its Property Plant and Equipment (PPE) at previous GAAP carrying value as its deemed cost on the date of transition to Ind AS and thereon continued to compute depreciation as required under Companies Act, 2013. No impairment on non-operative PPE due to corrosion and being stationed unused at remote locations have been considered.

46. The operation of Company were impacted by the Covid-19 pandemic and while the management believes that such impacts are short term in nature and doesn't anticipate any long-term impact on business prospect. The Company based on its assessment of the business/economic conditions and liquidity position for the next one year, expect to recover the carrying value of assets, and accordingly no material adjustment is considered necessary in the financial statement. It is clearly a dynamic and fast changing situation and the actual impact in the future may be different from those estimated as at the date of approval of these financial results.



#### 47. ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013

- (i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (iii) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- (iv) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- (v) The Company has not traded or invested in crypto currency or virtual currency during the year.
- (vi) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

#### 48. Ratio Analysis:

Type of Ratios	Formula for computation of ratios are as follows:	FY 2022	FY 2021	Changes in %
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.11	0.13	-15.38
Debt Equity Ratio	$\frac{\text{Total Debt}}{\text{Total Shareholders' Equity}}$	Not Applicable	Not Applicable	Not Applicable
Debt Service Coverage Ratio	$\frac{\text{Earnings available for debt service}}{\text{Debt service}}$	0.51	0.32	59.38
Return on Equity Ratio	$\frac{\text{Net Income}}{\text{Average Shareholder's Equity}}$	81.90%	745.39%	-89.01
Inventory Turnover Ratio*	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories}}$	Not Applicable	Not Applicable	Not Applicable
Trade Receivables Turnover Ratio	$\frac{\text{Net Credit Sales}}{\text{Average Accounts Receivable = (Debtors Opening Balance + Debtors Closing Balance)/2}}$	1.51	1.00	51.00



Trade Payables Turnover Ratio	<u>Net Credit Purchases</u> Average Accounts Payable = (Creditors Opening Balance + Creditors Closing Balance)/2	1.16	8.11	-85.70
Net Capital Turnover Ratio	<u>Net Sales</u> Average of Working Capital	-0.08	-0.11	27.27
Net Profit Ratio	<u>Net Profit After Tax</u> Net Sales	-185.46%	-168.38%	-10.15
Return on Capital employed	<u>Earnings before interest and taxes</u> Capital Employed	-2.00%	-3.00%	33.33
Return on Investment	<u>Earnings before interest and tax</u> Average of total assets	-1.26%	-2.01%	37.28

Explanation for change in the ratio by more than 25% as compared to the previous year.

- a) Debt to Equity Ratio is not applicable as equity is negative.
- b) Debt service coverage ratio has increase mainly on account of lower loan repayment made during the year.
- c) Return on Equity Ratio has decreased on account of losses incurred during the year.
- d) Trade Receivables Turnover Ratio has 1.51 times of the total turnover in FY 2022 as compared to 1 times in FY 2021. The average recovery from Sundry Debtors is better in FY 2022 as compared to FY 2021. This is because of increase/ on-time collection from our customers through multiple follow ups with due dates.
- e) Trade Payables Turnover Ratio decreased primarily due to delay payment to creditors.
- f) Net Capital Turnover Ratio increased due to reduction in losses through optimum utilization of resources.
- g) Return on Capital Employed ratio has improved during the year because of reduction in losses and interest cost.
- h) Return on investment ratio has improved during the year because of reduction in losses and interest cost and decrease in total assets.

\* Inventory Turnover Ratio is not applicable because the company is a service provider.

#### 49. Relationship with Struck off Companies

Name of Struck off Company	Nature of transactions with struck off Companies	Balance Outstanding	Relationship with struck off company, if any, to be disclosed
Barkat Hiring Company Private Limited	Receivables	0.62	-

**50. Micro, Small And Medium Enterprises**

To the extent, the Company has received intimation from the “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the details are provided as under:

(i) Principal amount outstanding at the end of the year	3.11	3.59
(ii) Interest on Principal amount due at the end of the year	0.09	0.09
(iii) Interest and Principal amount paid beyond appointment day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the amount of interest specified under MSME Development Act.	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the year	0.09	0.09
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSME Development Act.	0.09	0.09

**51.** The figures for the corresponding previous periods have been regrouped/reclassified wherever necessary, to make them comparable.

**For Gupta Rustagi & Co.**

ICAI F.R.N.: 128701W

For and on behalf of the Board of Directors

**Starlog Enterprises Limited**

**For Gupta Rustagi & Co.**

ICAI F.R.N.: 128701W

SD/-

**Niraj Gupta**

Partner

ICAI M.N.: 100808

UDIN # 22100808AJXRCL9248

SD/-

**Saket Agarwal**

Director

DIN: 00162608

SD/-

**Edwina Dsouza**

Director

DIN: 09532802

SD/-

**Pranali Sulakhe**

Company Secretary

SD/-

**Kunal Lahariya**

Chief Financial Officer

Place: Mumbai, India

Date: 30<sup>th</sup> May, 2022





## INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS STARLOG ENTERPRISES LIMITED

## Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of Starlog Enterprises Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures (refer Note 60) to the consolidated financial statements), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash flow Statement for the year then ended, and Notes to the Consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information/management accounts of the subsidiaries, associates and joint ventures referred to below in sub-paragraph (a) and (b) of the Other Matters paragraph, except for the indeterminate effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at March 31, 2022, their consolidated total comprehensive income (comprising of profit and other comprehensive expense), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## Basis for Qualified Opinion

1. As fully explained in Note 55 to the consolidated financial statement, in relation to going concern assumption it is mentioned that the group current liabilities are in excess of its current assets by Rs.30,855.99 lakhs which is largely on the account of current maturities of its long-term debts. Further, as mentioned in note 56 to the consolidated financial statement, the Company has contingent liabilities regarding EPCG obligations of Rs.1,294.67 lakhs, demands from the sales tax / MVAT department of Rs.10,068 lakhs (plus applicable interest and penalty) and invocation of the shortfall undertaking by a lender of subsidiary of Rs.6,627.20 lakhs. There has also been a substantial reduction in the net worth of the company due to current year losses. Further the outbreak of the pandemic has led to majority of the cranes of the holding company being non-operational and remain ideal with value deterioration due to corrosion and being stationed unused and remote location. These situations indicate that material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the company has prepared its statement as a going concern. The impact of the same on the statement of the company is unascertainable.



2. As fully explained in Note 47 to the consolidated financial statement, the Company has not received financial statements of a subsidiary and joint venture for year ended 31st March, 2022. It has continued with the same balances for the joint venture as appearing in consolidated financial statements for year ended 31st March, 2018. Further, for the purpose of preparation of consolidated financial statements for year ended 31st March, 2018, the Company had relied on unaudited financial statements, which were unapproved by the management of the said entity. The financial impact of the losses on the carrying value could vary based on the final audited financial statements of the joint venture and the consequent impact on the consolidated other equity and the consolidated profit and loss is presently unascertainable.
3. As fully explained in Note 48 to the consolidated financial statement, the company has consolidated three subsidiaries based on unaudited financial statements and management account that are yet to be approved by the board of those companies. The financial impact of the losses on the carrying value could vary based on the final audited financial statements of the subsidiaries and the consequent impact on the consolidated other equity and the consolidated profit and loss is presently unascertainable.
4. As fully explained in Note 49 to the consolidated financial statement, the Company has not received financial statements of Associate for year ended 31st March, 2022. The financial impact of the losses on the carrying value of investment could vary based audited financial statements of the associates and the consequent impact on the carrying value of investment and the consolidated profit and loss is presently unascertainable.
5. As more fully explained in Note 43 to the Consolidated Financial Statements, India Ports & Logistics Private Limited ('IPL'), one of the step down subsidiary of the Company, is a Non-Banking Financial Company (NBFC). However, IPL has not complied with the requirements of the Reserve Bank of India Act, 1934, in respect of NBFC including registering as an NBFC as under Section 45-IA of the Reserve Bank of India Act, 1934. Liabilities/penalties, if any, on account of the above non-compliance are presently not ascertainable and therefore have not been provided for in the financial statements of IPL. Further, the preparation and presentation of the financial statements of IPL applicable to the companies registered under the aforesaid act have also not been complied with.
6. As more fully explained in Note 42 (b) to the Consolidated Financial Statements, India Ports & Logistics Private Limited ('IPL') has not complied with sections 149, 177 and 178 of the Act with respect to appointment of independent directors, constitution of audit committee and remuneration committee during the year ended 31 March 2022. Pending regularization of the aforementioned defaults, Liabilities/penalties, if any, on account of the above non-compliance are presently not ascertainable and therefore have not been provided for in the consolidated financial statement.
7. As more fully explained in Note 42 (a) to the Consolidated Financial Statements, Dakshin Bharat Gateway Terminal Private Limited ("DBGT") has not complied with section 138, 149, 177, 178 and 203 of the Act with respect to appointment of Internal Auditor, Independent directors, constitution of audit committee, nomination and remuneration committee and appointment of key managerial personnel during the year ended 31st March 2022. Pending regularization of the aforementioned



defaults, we are unable to comment on the extent of adjustments, if any, that may be required in these financial statement on account of such defaults.

8. As more fully explained in Note 42 (c) to the Consolidated Financial Statements, Kandla Container Terminal Private Limited ("KCTPL"), has not complied with section 149, 177 and 178 of the Act with respect to appointment of independent directors, constitution of audit committee and nomination and remuneration committee during the year ended. Pending regularization of the aforementioned defaults, we are unable to comment on the extent of adjustments, if any, that may be required in these financial statement on account of such defaults.
9. As more fully explained in Note.50 to the consolidated financial statement has mentioned that some of its cranes are de-hired and lying idle due to outbreak of the pandemic. Non operation is causing deterioration in life of the assets. Further, the Company expects the demand for its services to remain low. However, the group has not conducted an impairment study under Ind AS 36 and has continued to carry its PPE at book value. The impact of the same on the consolidate financial statements of the Company is unascertainable.
10. Starlog Enterprises Limited ("SEL"), holding company, has mentioned that SEL has not received the balance confirmation from Axis Bank (lender) as on March 31, 2022, and have been unable to confirm the balance through any alternate means. The impact on the statement of the company is unascertainable.
11. As explained in Note 53 to the consolidated financial statement, Starlog Enterprises Limited ('SEL'), holding Company, has mentioned that in respect of Trade Receivables, trade payables and Loans & Advances (Assets) and Advances Liabilities are subject to confirmation/ reconciliation from respective parties. Hence, any material impact on the statement due to the same cannot be ascertained.

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Consolidated Financial Statements.

#### Emphasis of Matters

We draw attention to the following matters in the Notes to the Consolidated Financial Statements:

1. As mentioned in note 56, to the consolidated financial statement, a lender of a subsidiary has invoked a Shortfall Undertaking of Rs.6,627.20 lakhs. The matter was adjudicated by DRT Mumbai, passing a recovery order against the Company. The Company has filled a review petition against the said order and the matter is sub-judice.



2. As mentions in note 51 to JM Financial Asset Reconstruction Company Limited (JMFARC) vide its revised letter dated 1st February 2022, has accepted holding Company's proposal for One Time Settlement (OTS) of outstanding loan amount. As per the approval letter, the Company is required to make payment of ₹. 2,800 lakhs in various instalments. The Company has been complying with terms of OTS. However, pending balance payment under OTS and release of no due certificate from JMFARC and related documents, no accounting entries are passed to give effect to OTS.
3. As mentions in note 52 to Edelweiss Assets Reconstruction Company Limited (Edelweiss) vide its letter dated 25th January 2022, has accepted holding Company's proposal for One Time Settlement (OTS) of outstanding loan amount. As per the approval letter, the Company is required to make payment of ₹. 850 lakhs in various instalments. The Company has been complying with terms of OTS. However, pending balance payment under OTS and release of no due certificate from Edelweiss and related documents, no accounting entries are passed to give effect to OTS.
4. We draw attention to the fact that the Confirmation of Bank Balances of 1 bank account could not be obtained by the Starlog Enterprises Ltd. ("holding company"). The Management stated that these are old and non-operative accounts hence balance confirmation could not be obtained, the opening balance of such are taken as closing balance. In absence of any statement and balance confirmation, any material effect due to such non-compliance is currently not ascertainable.
5. As mentioned in note no.26, to the consolidated financial statement. We draw attention to the matter related to one of the subsidiary, Kandla Container Terminal Pvt. Ltd (KPTPL) regarding the service tax payable of Rs.251.87 lakhs which is net off services tax input of Rs.77.36 lacs. The input credit of service tax has not been claimed within stipulated time as per service tax guidelines and there is reasonable doubt that the same will be available for setoff in future. The Company has continued to show it is an asset till the conclusion of its arbitration proceeding.

Our opinion is not qualified in respect of the above matters.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended 31st March, 2022. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and consideration of management accounts of subsidiaries as fully described in Other Matters paragraph, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.



Key Audit Matters	How our audit addressed the Key Audit Matter
<p>Revenue Recognition as per Ind AS 115</p> <p>As per Accounting standard Ind AS 115 – Revenue from contracts with customer, revenue needs to be recognized based on the satisfaction of the identified performance obligations and related disclosures.</p> <p>We focused on this area because revenue requires significant time and resource to audit due to the magnitude, revenue transactions near to the reporting date and the adequacy of disclosures in this respect has been considered as key audit matter.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> <li>1) Obtained an understanding of the Company's services and performance obligation, and the timing when the performance obligation would be considered as discharged.</li> <li>2) Testing on sample basis, the contracts entered into between the Company, the invoices and the relevant underlying documents, including log sheets which are countersigned by the service recipients.</li> <li>3) We have tested, on a sample basis, whether revenue transactions near to the reporting date have been recognized in the appropriate period by comparing the transactions selected with relevant underlying documentation.</li> </ol>

#### Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report, Corporate Governance Report, Management Discussion and Analysis, Business Responsibility Report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

All above reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors report and other reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated



cash flows, and changes in equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associate and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the Group and of its associate and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are





inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable use of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended 31st March, 2022, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- a) We did not audit the financial statements of three subsidiaries included in the statement, whose annual financial information reflects total assets of Rs. 4960.66 lakhs as at March 31, 2022, total revenue of Rs. 988.71 lakhs, total loss of Rs. 86.87 lakhs for the year ended on that date, net of inter-company elimination, as considered in the Statement, whose annual financial statements have not been audited by us. These annual financial statements have been audited by the other auditors whose audit reports have been furnished to us by the management and our opinion in so far as it relates to the amount and disclosures included in respect of these subsidiaries is based solely on the audit report of such other auditors.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.





- b) We did not audit the financial statements of three subsidiaries included in the statement, whose annual financial information reflects total assets of Rs. 51,616.95 lakhs as at March 31, 2022, total revenue of Rs.16,127.15 lakhs, total loss of Rs.2,198.15 lakhs for the year ended on that date, net of inter-company elimination, as considered in the Statement, whose annual financial statement have not been audited by us. These annual financial statements have not been audited/reviewed by their auditors. These financial statements have been furnished to us by the holding company management. Our opinion in so far as it relates to the amount and disclosures included in respect of aforesaid subsidiaries, is based solely on such unaudited financial statements.
- c) The statement includes total assets of a subsidiary amounting to Rs. 20,240.93 lakhs and losses of a jointly controlled company amounting to Rs. 13,416. 58 lakhs, for which the Company has not received financial statements for financial year ended 31st March, 2022, which have also been mentioned in the Basis for Qualified Opinion. These balances are based on unaudited financial statements of FY 2017-18 and were shown in the consolidated financial statements for year ended 31st March, 2018. These financial statements of FY 2017-18 are yet to be approved by the managements of those respective entities and our opinion on the Statement is restricted to the financial statements of the Company and subsidiary companies.

Above points (b) and (c) are also covered in paragraph 2 and 3 of Basis of Qualified opinion paragraph and accordingly our opinion on the consolidated statement and our report on Other Legal and Regulatory Requirements below, is modified in respect of above matters.

#### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures, as noted in the "Other Matter" paragraph, we report, to the extent applicable, that

- a) Except for the effects of the matter described in the Basis of Qualified Opinion paragraph above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended.
- e) In our opinion, the matters described in the Basis of Qualified Opinion paragraph above and under the Emphasis of Matters paragraph above may have an adverse effect on the functioning of the Group.



- f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associates and joint ventures incorporated in India read together with Other Matter paragraph, none of the directors of the company is disqualified as on 31<sup>st</sup> March, 2022, from being appointed as a director in term of Section 164(2) of the Act. However, as financial statement of 3 subsidiaries are unaudited, we are unable to comment whether directors of these subsidiaries are disqualified as on 31<sup>st</sup> March, 2022, from being appointed as a director in term of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and its subsidiaries, and the operating effectiveness of such controls, refer to our separate Report in Annexure A to this report.
- h) The qualification relating to the maintenance of accounts, consolidation process and other matters connected therewith are stated in the Basis of Qualified Opinion paragraph above.
- i) In our opinion and according to the information and explanations given to us, read together with Other Matter paragraph, the remuneration paid/provided by company to its directors during the current year is in accordance with the provision of Section 197 read with Schedule V of the Act. However, as financial statements of 3 subsidiaries are unaudited, we are unable to comment whether the remuneration paid/provided by these subsidiaries Companies to their directors during the current year is in accordance with the provision of section 197 read with Schedule V of the Act.
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us.
- (i) The consolidated financial statement has disclosed the impact, if any. of pending litigations on its consolidated financial position of the Group, its associates and Joint ventures - Refer Note 56 of the Consolidated Financial Statements.
- (ii) The Group, its associates and Joint ventures has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- (iii) During the year ended March 31, 2022, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint ventures incorporated in India.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, associates companies and joint venture companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary companies, associates companies and joint venture companies incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies, associates companies and joint venture companies incorporated in India from any person(s) or



entity(i.e.), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

- (v) The Holding Company has neither declared nor paid any dividend during the year.
- k) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order" / "CARO"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, to be included in the Auditor's report, according to the information and explanations given to us and copy of the auditor report of subsidiaries, associates and joint ventures provided to us, the details of qualifications / adverse remarks made by respective auditors of the subsidiaries, associates and joint ventures in the CARO reports of the respective companies whose financial statements has been included in these consolidated financial statements are as follows

Sr.No	Name of the Company	CIN	Type of Company(Holding/ Subsidiary/ Associates/JV)	Clause number of the CARO Report which is qualified or Adverse
1	Starlift Services Pvt Ltd	U6310MH2003PTC140433	Subsidiary	3(III),3(IV), 3(VII), 3(XVII)
2	Kandla Container Terminal Pvt Ltd	U63012MH2006PLC162584	Subsidiary	3(III),3(IV),3(VII), 3(XVII),3(XIX)
3	ABG Turnkey Pvt Ltd	U29268MH2009PTC195525	Subsidiary	3(XVII)

For **Gupta Rustagi & Co.**  
FRN No.-128701W  
Chartered Accountant

SD/-  
**Niraj Gupta**  
Partner  
M. N.: 100808  
UDIN# 22100808AJXRMV4010

Place - Mumbai  
Date - 30<sup>th</sup> May 2022

**Annexure to the Independent Auditor's Report on the Consolidated Financial Statement of Starlog Enterprises Limited-31st March, 2022**

(Referred to in our report of even date)

This annexure referred to the Independent Auditor's Report of even date to the members of Starlog Enterprises Limited on the consolidated Financial Statements for the year ended 31st March, 2022.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013, ('the Act')**

In conjunction with our audit of the Consolidated Financial Statement of Starlog Enterprises Limited as of and for the year ended 31st March 2022, we have audited the internal financial control with reference to Consolidated Financial Statement of Starlog Enterprises Limited ("the company") and its subsidiaries which are companies incorporated in India, as on that date.

**Responsibilities of Managements and Those charged with Governance for the Internal Financial Controls**

The respective Board of Directors of the company and its subsidiaries which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of the Chartered Accounts of India ("ICAI"). These responsibilities include the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Reasonability for the Audit of the Internal Financial Controls with Reference to Consolidated Financials Statement.**

Our responsibility is to express an opinion on Company's internal financial control with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance note") and the Standards on Auditing issued by the ICAI and deemed to be prescribed under section 143(10) of the act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves of performing procedure to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence by the other auditors in terms of their report referred to in others matters paragraph below, is sufficient and appropriate to provide



a basis for our audit opinion on the company's internal financial controls system with reference to Consolidated Financial Statements.

**Meaning of Internal Financial Controls with reference to Consolidated financial statements.**

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that:

- 1) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principle, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely dedication of unauthorized acquisition, used, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitation of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error of fraud may occur and not be deducted. Also, projections of any evaluation of internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that degree of compliance with the policies or procedures may deteriorate.

**Basis for Qualified Opinion**

According to the information and explanations given to us and based on our audit and subject to the Basis for Qualified Opinion paragraphs in our main report, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls with reference to Consolidated financial statements as at March 31, 2022:

- a. The Company's did not have an appropriate internal control system for obtaining periodic balance confirmations of trade receivables, trade payables and advances to suppliers and advances from customers which could potentially impact the financial position and operating statement.
- b. The Company's did not have an appropriate Internal Financial control over accounting of expenses: There is substantial delay has been observed in recoding the transaction in the books of account with respects to the expenses. while analyzing the gaps, it was observed that, detection control, ensuring timely accounting function needs improvement.
- c. The Company's did not have an appropriate internal control over timely reconciliation of Bank balances, which could potentially impact bank balances in the financial statements.
- d. The Company's internal financial controls for determining whether adjustments are required to the carrying value of Property Plant & Equipment (PPE), as majority of the cranes are remaining de-hired and non-operational, were not operating effectively as company has not conducted the impairment study.



which could potentially result in non-recognition of provision with regard to the aforesaid financial statement line items (Refer paragraph 9 of basis of qualified opinion of main audit report).

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

### **Qualified Opinion**

In our opinion, the Holding Company, its subsidiary companies, associates and joint ventures, which are companies incorporated in India, have in all material respects, maintained adequate internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Group, associates and its joint ventures considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI, and except for the possible effects of the material weaknesses described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Holding Company's, its subsidiary companies, associates and joint ventures internal financial controls with reference to financial statements were operating effectively as of March 31, 2022.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Group, its associates and its joint ventures for the year ended March 31, 2022, and these material weaknesses has affected our opinion on the financial statements of the Group and we have issued a qualified opinion on the financial statements for the year ended on that date. (Also refer Basis for Qualified Opinion of the main audit report).

### **Other Matter**

We did not audit the internal financial control with reference to financial statements of 3 subsidiary companies which are companies covered under the Act, whose annual financial results reflect total assets of Rs. 4960.66 lakhs and net as at March 31, 2022, total revenues of Rs. 988.71 lakhs and total losses of Rs. 86.87 lakhs for the year ended March 31, 2022, as considered in the Consolidated Financial Statements. The internal financial control with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the Management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to the financial statements for the Holding Company, its subsidiary companies as aforesaid under Section 143 (3) (i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of other auditors.

For **Gupta Rustagi & Co.**

FRN No.-128701W

Chartered Accountant

SD/-

**Niraj Gupta**

Partner

M. No.:100808

UDIN# 22100808AJXRMV4010

Place – Mumbai

Date – 30<sup>th</sup> May 2022





STARLOG ENTERPRISES LIMITED			
BALANCE SHEET AS AT 31st March, 2022			(₹. in Lakhs)
	Notes	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
i. Property, Plant and Equipment	3	12,261.86	14,349.93
ii. Intangible assets	4	41,877.05	43,290.64
Investment Property	5	1,226.25	1,226.25
Financial Assets			
i. Investments	6	6,389.68	6,389.68
ii. Other Financial Assets	7	1,504.37	1,462.21
Other Non-Current Assets	8	2,302.78	2,093.44
<b>Total Non-Current Assets</b>		<b>65,561.99</b>	<b>68,812.15</b>
<b>Current Assets</b>			
Inventories	9	831.15	726.31
Financial Assets			
i. Trade Receivables	10	3,937.67	4,074.12
ii. Cash and Cash Equivalents	11	674.94	1,558.80
iii. Other Bank Balances	12	574.27	582.18
iv. Loans	13	1,343.72	861.87
v. Other Financial Assets	14	441.03	445.68
Other Current Assets	15	2,044.47	3,934.11
<b>Total Current Assets</b>		<b>9,847.25</b>	<b>12,183.07</b>
<b>Total Assets</b>		<b>75,409.24</b>	<b>80,995.22</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	16	1,196.69	1,196.69
Other Equity	17	(12,221.83)	(8,119.29)
Equity attributable to owners		(11,025.14)	(6,922.60)
Non-Controlling Interest		46.61	1,134.03
<b>Total Equity</b>		<b>(10,978.53)</b>	<b>(5,788.57)</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
i. Borrowings	18	42,222.36	36,809.24
ii. Other Financial Liabilities	19	1,907.88	2,265.77
Provisions	20	248.79	198.57
Other Non-Current Liabilities	21	1,305.50	1,305.50
<b>Total Non-Current Liabilities</b>		<b>45,684.53</b>	<b>40,579.08</b>





<b>Current Liabilities</b>			
Financial Liabilities			
i. Borrowings	22	17,370.68	23,180.66
ii. Trade and Other Payables	23	4,073.37	4,186.24
iii. Other Financial Liabilities	24	13,259.44	13,126.97
Provisions	25	105.26	212.06
Other Current Liabilities	26	5,894.49	5,498.79
<b>Total Current Liabilities</b>		<b>40,703.24</b>	<b>46,204.72</b>
<b>Total Liabilities</b>		<b>86,387.77</b>	<b>86,783.80</b>
<b>Total Equity and Liabilities</b>		<b>75,409.24</b>	<b>80,995.23</b>
Notes form integral part of the financial statements			
As per our report of even date			
<b>For Gupta Rustagi &amp; Co.</b>		For and on behalf of the Board of Directors	
ICAI F.R.N.: 128701W		<b>Starlog Enterprises Limited</b>	
Chartered Accountants			
SD/-		SD/-	SD/-
<b>Niraj Gupta</b>		<b>Saket Agarwal</b>	<b>Edwina Dsouza</b>
Partner		Director	Director
ICAI M.N.: 100808		DIN: 00162608	DIN: 09532802
UDIN# 22100808AJXRMV4010			
Place: Mumbai, India			
Date: 30 <sup>th</sup> May, 2022			
		SD/-	SD/-
		<b>Pranali Sulakhe</b>	<b>Kunal Lahariya</b>
		Company Secretary	Chief Financial Officer



STARLOG ENTERPRISES LIMITED			
PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022			(₹. in Lakhs)
	Notes	For Year Ended 31 <sup>st</sup> March 2022	For Year Ended 31 <sup>st</sup> March 2021
<b><u>Income</u></b>			
Revenue From Operations	27	17,876.98	17,095.15
Other Income	28	1,364.27	1,729.26
<b>Total Income</b>		<b>19,241.25</b>	<b>18,824.41</b>
<b><u>Expenses</u></b>			
Employee Benefit Expenses	29	1,731.84	1,560.79
Power and Fuel Expenses	30	182.31	97.39
Depreciation/ Amortization Expense	31	2,626.94	2,937.70
Other Expenses	32	13,694.50	12,682.39
Finance Costs	33	6,166.08	6,318.31
Prior Period Expenses		50.05	-
<b>Total Expenses</b>		<b>24,451.72</b>	<b>23,596.58</b>
		<b>(5,210.47)</b>	<b>(4,772.17)</b>
Exceptional Items	34	279.23	(371.02)
<b>Profit/(Loss) Before Tax</b>		<b>(4,931.24)</b>	<b>(5,143.19)</b>
Tax expense		-	-
Current tax		(3.53)	(2.36)
Adjustment of tax relating to earlier year		(31.28)	-
Deferred tax		-	-
<b>Loss after tax for the year before share in profit/(loss) of jointly controlled entities and associates</b>		<b>(4,966.05)</b>	<b>(5,145.55)</b>
Add: Share in (loss) / profit of jointly controlled entities and associates, (net of tax)		-	-
<b>Loss for the year</b>		<b>(4,966.05)</b>	<b>(5,145.55)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		(4.87)	5.54
<b>Total Comprehensive Income/(Loss) For The Year</b>		<b>(4,970.92)</b>	<b>(5,140.01)</b>
<b>Profit / (Loss) attributable to:</b>			
Owners of Starlog Enterprises Limited		(3,896.35)	(4,334.07)
Non-controlling interests		(1,069.70)	(811.48)



<b>Other comprehensive income attributable to:</b>			
Owners of Starlog Enterprises Limited		(9.57)	2.82
Non-controlling interests		4.70	2.72
<b>Total comprehensive income attributable to:</b>			
Owners of Starlog Enterprises Limited		(3,905.92)	(4,331.25)
Non-controlling interests		(1,065.00)	(808.76)
<b>Earnings/(Loss) Per Equity Share</b>			
- Basic and Diluted (in Rs.)	37	(32.64)	(36.19)
Notes form integral part of the financial statements			
As per our report of even date			
<b>For Gupta Rustagi &amp; Co.</b> ICAI F.R.N.: 128701W Chartered Accountants SD/- <b>Niraj Gupta</b>  Partner ICAI M.N.: 100808 UDIN# 22100808AJXRMV4010  Place: Mumbai, India Date: 30 <sup>th</sup> May, 2022			
	SD/- <b>Saket Agarwal</b>	SD/- <b>Edwina Dsouza</b>	
	Director DIN: 00162608	Director DIN: 09532802	
	SD/- <b>Pranali Sulakhe</b> Company Secretary	SD/- <b>Kunal Lahariya</b> Chief Financial Officer	



Consolidated Statement of changes in equity for the year ended 31st March, 2022				
A. Equity Share Capital		(₹. in Lakhs)		
(1) Current Reporting Period				
Balance as at 1 <sup>st</sup> April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 <sup>st</sup> April, 2021	Changes in equity share capital during the current year	Balance as at 31 <sup>st</sup> March, 2022
1,196.69	-	-	-	1,196.69
(2) Previous Reporting Period				
Balance as at 1 <sup>st</sup> April, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 <sup>st</sup> April, 2020	Changes in equity share capital during the current year	Balance as at 31 <sup>st</sup> March, 2021
1,196.69	-	-	-	1,196.69

B. Other Equity								(₹. in Lakhs)	
Particulars	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Items of Other Comprehensive Income	Owners Equity	Non-Controlling Interest	Total Other Equity
Opening Balance as an 01 <sup>st</sup> April 20	100.00	40,933.42	1,590.24	11,082.51	(57,481.42)	(12.78)	(3,788.03)	1,942.79	(1,845.24)
Adjustment to Opening Retained Earnings	-	-	-	-	-	-	-	-	-
Transfer to retained earnings - Loss 2019-20	-	-	-	-	(4,334.07)	-	(4,334.07)	(811.48)	(5,145.55)
Remeasurement of Employment Benefit Obligations	-	-	-	-	-	2.82	2.82	2.72	5.54
Closing Balance as at 31 <sup>st</sup> March 2021	100.00	40,933.42	1,590.24	11,082.51	(61,815.49)	(9.96)	(8,119.29)	1,134.03	(6,985.26)
Adjustment to Opening Retained Earnings	-	-	-	-	(196.61)	-	(196.61)	(22.42)	(219.03)
Transfer to retained earnings - Loss 2021-22	-	-	-	-	(3,896.35)	-	(3,896.35)	(1,069.70)	(4,966.05)
Remeasurement of Employment Benefit Obligations	-	-	-	-	-	(9.57)	(9.57)	4.70	(4.87)
Closing Balance as at 31 <sup>st</sup> March 2022	100.00	40,933.42	1,590.24	11,082.51	(65,908.45)	(19.53)	(12,221.82)	46.61	(12,175.21)
As per our report of even date									

**For Gupta Rustagi & Co.**  
ICAI F.R.N.: 128701W  
Chartered Accountants  
**Niraj Gupta**

Partner

ICAI M.N.: 100808

UDIN# 22100808AJXRMV4010  
Place: Mumbai, India  
Date: 30<sup>th</sup> May, 2022

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

**Saket Agarwal**

Director  
DIN:  
00162608

**Edwina Dsouza**

Director  
DIN:  
09532802

**Pranali A Sulakhe**  
Company Secretary

**Kunal Lahariya**  
Chief Financial Officer



STARLOG ENTERPRISES LIMITED		
CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2022		(₹. in Lakhs)
	For Year Ended 31 <sup>st</sup> March 2022	For Year Ended 31 <sup>st</sup> March 2021
<b>Cash flow from operating activities</b>		
<b>Profit / (Loss) before tax</b>	<b>(4,931.24)</b>	<b>(5,143.19)</b>
<b>Adjustment for :</b>		
Depreciation / Amortisation	2,626.94	2,937.70
Finance cost	6,166.08	6,948.72
Interest income on bank deposit and others	(78.36)	(23.42)
Net foreign exchange gain / (loss)	29.50	-
Government grant received	-	(655.44)
Exceptional items/liability no longer required written back	(279.22)	371.02
Bad debts written off	10.74	98.51
Provision no longer required written back	(550.29)	-
Sundry Balance Written Off	29.38	-
(Profit) / Loss on disposal of property, plant and equipment	(295.73)	(369.04)
	<b>2,727.80</b>	<b>4,164.86</b>
<b>Operating profit before working capital changes</b>		
<b>Movement in working capital:</b>		
(Increase)/Decrease in Trade Receivables	206.85	269.61
(Increase)/Decrease in Inventories	(104.84)	79.49
(Increase)/Decrease in Loans - Current	(481.85)	3.08
(Increase)/Decrease in Other Financial Assets	(37.51)	23.07
(Increase)/Decrease in Other Current Asset and Non-Current Assets	1,647.37	2,250.71
Increase/(Decrease) in Provisions	(56.58)	67.00
Increase/(Decrease) in Other Liabilities	390.83	(2,003.28)
Increase/(Decrease) in Other Financial Liabilities	(225.42)	(782.44)
Increase/(Decrease) in Trade Payables	(142.37)	423.28
<b>Cash generated from operations</b>	<b>3,924.28</b>	<b>4,495.38</b>
Income taxes paid	(220.90)	452.32
<b>Net cash inflows from operating activities(A)</b>	<b>3,703.38</b>	<b>4,947.70</b>
<b>Cash flow from investing activities</b>		
Addition in property, plant and equipment (including CWIP and Capital advances)	(35.01)	(22.29)
Proceeds from sale of property, plant and equipment	1,188.44	824.30
Proceeds from sale of Intangible assets	17.00	-
Bank deposits in excess of 3 months (Net)	7.91	114.55
Interest received	78.36	22.86



Net cash outflow used in investing activities (B)	1,256.70	939.42
Cash flow used in financing activities		
Changes in borrowing (Net)	(396.86)	(952.51)
Unclaimed dividend paid	-	-
Proceeds from issue of preference share	-	-
Interest Expense	(5,447.09)	(4,951.89)
Net cash inflow used in financing activities(C)	(5,843.95)	(5,904.40)
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	(883.86)	(17.28)
Cash and cash equivalents at the beginning of the year	1,558.80	1,576.08
Cash and cash equivalents at the end of the year (Refer Note 11)	674.94	1,558.80
Net increase/ (decrease) in cash and cash equivalents	(883.86)	(17.28)
Notes form integral part of the financial statements		
<p>As per our report of even date  <b>For Gupta Rustagi &amp; Co</b>  ICAI F.R.N.: 128701W  Chartered Accountants</p> <p style="text-align: right;"><b>Starlog Enterprises Limited</b></p>		
SD/- <b>Niraj Gupta</b> Partner ICAI M.N.: 100808 UDIN# 22100808AJXRMV4010	SD/- <b>Saket Agarwal</b> Director DIN: 00162608	SD/- <b>Edwina Dsouza</b> Director DIN: 09532802
Place: Mumbai	SD/- <b>Pranali Sulakhe</b> Company Secretary	SD/- <b>Kunal Lahariya</b> Chief Financial Officer
Date: 30 <sup>th</sup> May, 2022		

**Notes to the Ind AS Consolidated Financial Statements for the year ended 31st March, 2022****1 Corporate Information**

Starlog Enterprises Limited ("the Company" or "Starlog" or "Parent") was incorporated on 15-12-1983. The Company, its subsidiaries, associates and joint ventures (collectively, the Group) is operating in Port & Infrastructure facilities, Charter Hire & Operation of Heavy Duty Cranes, Engineering & Erection activities.

**2 Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these Consolidated Financial Statements. The policies have been consistently applied to all the years presented, unless otherwise stated.

**2.1 Basis of preparation****a) Compliance with Ind AS**

"The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and other relevant provision of the Act.

The Consolidated Financial Statements are presented in INR and all values are rounded off to the nearest lakhs (INR 00,000), unless otherwise stated.

The Consolidated Financial Statements have been prepared on a historical cost basis, except certain financial instruments which have been measured at fair value."

**b) Basis of Consolidation**

The consolidated financial statements have been prepared by following consolidation procedures as laid down in Ind AS 110 "Consolidated Financial Statements".

**i) Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

**Consolidation procedure**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (unrealised profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

**ii) Associates and Joint Ventures**

Investments in associates and joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost in accordance with Ind AS 28 "Investments in Associates and Joint Ventures.





Consolidated financial statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to the group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

### iii) Foreign Operations / Subsidiaries

The results and financial position of foreign operations/ subsidiaries that have a functional currency different from the presentation currency of the group are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet
- Income and expenses are translated at average exchange rates
- All resulting translation exchange differences are recognised in Foreign Currency Translation Reserve (FCTR) through other comprehensive income (OCI).

## 2.2 Significant accounting judgements, estimates and assumptions

"The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues and expenses during the period and assets, liabilities and the disclosure of contingent liabilities at the date of financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company prepared its financial statements based on assumptions and estimates on parameters available at that time. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. "Such changes are reflected in the assumptions when they occur.

## 2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle
- ▶ Held primarily for the purpose of trading
- ▶ Expected to be realised within twelve months after the reporting period, or
- ▶ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or
- ▶ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2.4 Operating Segment

The Group is primarily engaged in the business of Port & Infrastructure facilities, Charter Hire & Operation of Heavy Duty Cranes, Engineering & Erection activities. Further all the commercial operations of the Group are based in India. Accordingly, there are no separate reportable segments.



## 2.5 Fair value measurement

"The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole: "follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ▶ Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- ▶ Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

## 2.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

### a) Rendering of Services

Revenue from hiring of equipment (cranes & trailers) associated with the transaction is recognised when the outcome of a transaction can be reliably estimated by reference to the stage of completion of the transaction, at the end of the reporting period.

### b) Port Operation Services - Container handling, storage services and other ancillary services

The Group operates one of the major ports in India wherein the tariffs are governed by Tariff Authority of Major Ports ('TAMP'). Hence the tariff rate charged by the Group are as per the TAMP guidelines. Container handling revenue is recognised on vessels completed up to the end of the last shift of the period. Container storage revenue and reefer revenue is recognised after departure of the container from the terminal. Ancillary revenue is recognised upon completion of the services provided. This is considered the appropriate point where the performance obligations in our contracts are satisfied.

### c) Service concession arrangement - Revenue from construction activities

Revenue relating to the construction contracts (including upgrade services) which are entered into with the Port Trust for the construction of the infrastructure necessary for the provision of services is measured at the fair value of the consideration received or receivable based on the stage of completion of work performed. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date. The fair value of the construction work performed is regarded to be its cost.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

A receivable represents the Company's right to an amount of consideration that is unconditional i.e., only the passage of time is required before payment of consideration is due.

A contract liability is the obligation to provide services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

### d) License fee payments

The Group has access to the land for development of the eighth berth as a container terminal at the port on a build, operate, and transfer basis and related infrastructure for providing services to users in accordance with the terms of the concession arrangement with VOCPT. The Group makes license fee payments to the port



which increases year on year. The license fee terms are for a period of 30 years from October 2012. The agreement entered into is non-cancellable till the termination or expiry of the concession agreement. As per requirements of Ind AS 11 Construction Costs, the Company has accounted for the present value of the future payments (non-cancellable) on the date of entering into the concession arrangement and is being carried at amortized cost.

**e) Government grants**

Government grants and subsidies are recognised when there is reasonable assurance that the conditions attached to them will be complied, and grant/subsidy will be received.

Government grants relating to income are deferred and recognized in the statement of profit and loss over the period necessary to match them with the costs that they intended to compensate and presented in other income.

The Company has availed the Export Promotion Capital Goods ('EPCG') scheme provided by the Government of India. The Company capitalizes the non-refundable portion of the duty saved as part of intangibles under development and correspondingly accounts for deferred income. Amortization is charged over the useful life of the respective asset and deferred income is unwound over the period the export obligation is expected to be met. Currently, the Company does not amortize the government grant capitalized as intangibles under development as these assets are not ready for their intended use.

**f) Foreign currency transactions**

**i. Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**ii. Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

**iii. Exchange differences**

Exchange differences are recognized in Statement of Profit or Loss. Further, Exchange differences arising on a monetary item that, in substance, form part of the company's net investment in a non-integral foreign operation is accumulated in a foreign currency translation reserve in the financial statements until the disposal of the net investment, at which time they are recognised as income or as expenses.

**g) Interest income**

Interest income for debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering contractual terms of the financial instrument but does not consider the expected credit losses.

**h) Dividends**

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.



## 2.7 Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

### a) Current income tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax loss and tax credits.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they to income taxes levied by the same tax authority.

### c) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## 2.8 Property, plant and equipment

### a) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

### b) Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

### c) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

### d) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

**e) Reclassification to investment property**

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification. Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes), but not for sale in ordinary course of business or for administrative purpose. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any. Any gain or loss on disposal of investment property is recognised in profit and loss.

**2.9 Intangible Assets Under Development****a) Service concession arrangements**

The Group has been awarded port operations concession rights through a license agreement with VOC Port Trust (VOCPT) to build and operate for 30 years container terminal at the Tuticorin Port.

The Group recognizes intangibles under development arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognition of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Such an intangible is capitalised when the project is complete in all respects and the Group receives the completion certificate from the authorities as specified in the concession agreement.

Port concession rights also include certain property, plant and equipment which are reclassified as intangible assets in accordance with Appendix A of Ind AS 11 'Service Concession Arrangements'. These assets are amortised based on the lower of their useful lives or concession period.

**b) Subsequent expenditure**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

**c) Transition to Ind AS**

On transition the Ind AS, the Company has adopted service concession accounting retrospectively.

**d) Amortization**

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortization in statement of profit and loss.

The intangibles arising under a service concession arrangement is amortised over the lower of the assets useful life or concession period on a straight line basis.

The estimated useful life of an intangible asset in a service concession arrangement is the lower of respective useful lives and remaining concession period after commencement of commercial operation on a straight line basis.

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss.





## 2.10 Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

## 2.11 Impairment of non-financial assets

The carrying amounts of property, plant and equipment are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised in the statement of profit and loss when the carrying amount of an asset exceeds its estimated recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortisation) had no impairment loss been recognised in prior accounting periods.

## 2.12 Provisions, Contingent liabilities and contingent assets

Provisions are recognised when the Group has a present legal or constructive obligation, as a result of past events, and it is probable that an outflow of resources, that can reliably be estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are not recognised but disclosed where the existence of an obligation will only be confirmed by future events or where the amount of the obligation cannot be measured reliably. Contingent assets are not recognised, but are disclosed where an inflow of economic benefits is probable.

## 2.13 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits, (which are not pledged) with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## 2.14 Employee Benefits

### Provident Fund/ ESIC

Retirement benefits in the form of Provident Fund / ESIC are a defined contribution scheme and the contributions are charged to the profit and loss of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective funds.

### Gratuity/Leave encashment

The obligation of assets recognised in the balance sheet in respect to defined benefit / leave encashment value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.



Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Re-measurement gain and losses arising from experience adjustment and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retain earning in the statement of changes in equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

### **2.15 Foreign currencies**

The Group's financial statements are presented in INR, which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded by the Group into functional currency at the exchange rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

### **2.16 Earnings Per Share**

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

### **2.17 Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialised.

### **2.18 Estimation of uncertainties relating to the global health pandemic from COVID-19:**

Covid - 19 Pandemic had been rapidly spread throughout the world. The Government of India has taken significant measures to control the spread of virus which included complete lockdown and restrictions in activities. This affected the group operations considerably during the F.Y. 2020-21 and impacted the revenues and operations of the group during the period. This has also resulted in some of the cranes being de-hired and lying idle. Although there was improvement in the last quarter of FY 2020-21, the second wave has again imposed uncertainties for FY 2021-22. It is clearly a dynamic and fast changing situation and the actual impact in the future may be different from those estimated as at the date of approval of these financial results.





3: Tangible Assets								(₹. in Lakhs)	
Description of Assets	Freehold Land	Building	Electrical Equipment	Plant and Machinery	Office Equipment	Motor Cars	Furniture and Fixtures	Leasehold Improvements	Total
<b>I. Cost</b>									
Balance as on 1 <sup>st</sup> April, 2020	6.84	47.91	678.34	51,337.19	385.35	198.89	268.85	44.84	52,968.22
Addition	-	-	-	-	5.81	0.67	2.53	-	9.01
Disposal/Transfers	-	-	-	(1,911.96)	(1.63)	-	-	-	(1,913.59)
Balance as on 31 <sup>st</sup> March, 2021	6.84	47.91	678.34	49,425.23	389.53	199.56	271.38	44.84	51,063.64
Addition	-	-	-	-	26.56	-	21.88	-	48.44
Disposal/Transfers	-	-	-	(6,711.81)	(6.36)	(1.41)	-	-	(6,719.58)
Balance as on 31 <sup>st</sup> March, 2022	6.84	47.91	678.34	42,713.42	409.73	198.15	293.26	44.84	44,392.50
<b>II. Accumulated Depreciation</b>									
Balance as on 1 <sup>st</sup> April, 2020	-	36.48	179.66	35,684.23	325.08	165.67	193.65	44.84	36,629.61
Charge For The Year	-	0.28	-	1,499.81	22.74	7.85	9.74	-	1,540.42
Disposal/Transfers	-	-	-	(1,455.70)	(0.63)	-	-	-	(1,456.33)
Balance as on 31 <sup>st</sup> March, 2021	-	36.76	179.66	35,728.34	347.19	173.52	203.39	44.84	36,713.70
Charge For The Year	-	1.08	-	1,191.88	21.92	5.62	9.87	-	1,230.37
Disposal/Transfers/ Adjustments	-	-	-	(5,807.09)	(5.84)	(0.50)	-	-	(5,813.43)
Balance as on 31 <sup>st</sup> March, 2022	-	37.84	179.66	31,113.13	363.27	178.64	213.26	44.84	32,130.64
<b>Carrying Amount</b>									
As at 31 <sup>st</sup> March, 2021	6.84	11.15	498.68	13,696.89	42.34	26.04	67.99	-	14,349.93
As at 31 <sup>st</sup> March, 2022	6.84	10.07	498.68	11,600.29	46.46	19.51	80.00	-	12,261.86
<b>Notes:</b>									
i.	During the year ended on 31 March 2022 there is no impairment loss determined at each level of CGU. The recoverable amount was based on value in use and was determined at the level of CGU.								
ii.	Buildings have been mortgaged for the purpose of borrowings. The details relating to the same have been described in Note 18.								

**4: Intangible Assets**

Description of Assets	Software Licenses	Port Concession Rights	Total
<b>I. Cost</b>			
Balance as on 1 <sup>st</sup> April, 2020	20.30	48,916.25	48,936.55
Addition	-	-	-
Disposal/Transfers/Adjustments	-	-	-
Balance as on 31 <sup>st</sup> March, 2021	20.30	48,916.25	48,936.55
Addition		-	-
Disposal/Transfers/Adjustments		19.37	19.37
Balance as on 31 <sup>st</sup> March, 2022	20.30	48,896.88	48,917.18
<b>II. Accumulated Depreciation</b>			
Balance as on 1 <sup>st</sup> April, 2020	10.91	4,237.73	4,248.64
Amortisation For The Year	-	1,397.28	1,397.28
Disposal/Transfers/Adjustments	-	-	-
Balance as on 31 <sup>st</sup> March, 2021	10.91	5,635.01	5,645.92
Amortisation For The Year		1,396.58	1,396.58
Disposal/Transfers/Adjustments		2.37	2.37
Balance as on 31 <sup>st</sup> March, 2022	10.91	7,029.22	7,040.13
<b>Carrying Amount</b>			
As at 31 <sup>st</sup> March, 2021	9.39	43,281.24	43,290.63
As at 31 <sup>st</sup> March, 2022	9.39	41,867.66	41,877.05

**5 Investment Properties**

Freehold Land	1,226.25	1,226.25
<b>Total</b>	<b>1,226.25</b>	<b>1,226.25</b>

**Note:**

(i) Freehold land at 3 locations was held for purpose of earning capital appreciation. Hence it has been reclassified to Investment Property as per Ind AS 40.

(ii) Land located at Raigad District is mortgaged for the purpose of borrowings. The details relating to the same have been described in Note 18.

(iii) Further, out of the above Investments, land situated at Kolkata is under sale to a subsidiary pending necessary government permissions and certain legal formalities.

**Financial assets**



## 6 Non-Current Investments

### Investments Unquoted unless stated otherwise

#### A. Investment in Associate

##### Unquoted Equity Shares

South West Port Limited

1,20,12,000 (Previous Year 1,20,12,000) Equity Share of ₹. 10 Face Value	1,201.20	1,201.20
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Tuticorin Coal Terminal Private Limited

2,600 (Previous Year 2600) Equity Share of ₹. 10 Face Value	0.26	0.26
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#### B. Investment in Joint Venture

ALBA Asia Private Limited (Refer Note  
47 (b))\*

1,84,928 (Previous Year 1,84,928) Equity Share of ₹. 10 Face Value	5,177.24	5,177.24
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#### C. Investment carried at fair value through OCI

Lexicon Finance Limited\*\*

1,00,000 (Previous Year 1,00,000) Equity Share of ₹. 10 Face Value	10.98	10.98
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<b>Total Non-Current investments [A+B+C]</b>	<b>6,389.68</b>	<b>6,389.68</b>
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\*This entity is Joint Venture between Starport Logistics Limited, subsidiary of the Company and M/s Louis Dreyfus Armateurs SAS ('LDA'). LDA has made equity investments in these entities which are pending allotment. On allotment, this entity will cease to be joint venture of the Company and become subsidiary of LDA.

\*\* Investments at fair value through OCI (fully paid) reflect investment in unquoted equity securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Group. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The latest financial statement of Lexicon Finance Limited is available for year ended 31-03-2018 however there is no material difference in fair valuation between 31-03-2018 and 31-03-2017. Hence the fair valuation which was done in 31-03-2017 is being continued.

## 7 Other Financial Assets - Non-Current

(Unsecured considered good, unless  
otherwise stated)

Others - Award Receivable	709.38	709.38
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Fixed Deposits (earmarked) 1	171.30	164.46
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Expense Recoverable	288.79	288.79
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Security Deposit

- Related Parties	304.77	271.60
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- Others	333.85	331.72
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Less: Allowance for Expected Credit Loss	(303.72)	(303.72)
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<b>Total Other Financial Assets - Non- Current</b>	<b>1,504.37</b>	<b>1,462.22</b>
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1. Earmarked fixed deposits are given as collateral against bank guarantees provided to operational vendors, customs department and towards credit card utilization.

**8 Other Non-Current Assets**

Prepaid expenses	42.16	56.52
Advances for Land / Others	-	-
Advance Tax (Net of Provision)	2,082.08	1,895.99
Capital Advances	0.54	-
Other Advances	178.01	140.93
<b>Total Other Non-Current Assets</b>	<b>2,302.78</b>	<b>2,093.44</b>

**9 Inventories**

Stores and spares	831.15	726.31
	<b>831.15</b>	<b>726.31</b>

**10 Trade Receivables**

Unsecured, considered good	4,485.56	5,938.58
Unsecured, considered doubtful	32.21	5.70
Less: Allowance for Expected Credit Loss	(580.10)	(1,870.16)
<b>Total Trade Receivables</b>	<b>3,937.67</b>	<b>4,074.12</b>

**Of the above, Trade Receivables from:**

Related Parties	-	-
Others	3,937.67	4,074.12

No trade receivable is due from directors or other officers of the Group either severally or jointly with any other person. Trade receivables are non-interest bearing.

Trade receivables Ageing (outstanding for following periods from due date of payment)

As on 31-03-2022	Not due	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables-considered good	226.36	289.90	62.60	33.05	129.72	170.02	911.65
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	133.71	258.99	392.70
Undisputed Trade receivables-credit impaired	-	-	-	-	-	21.32	21.32
Disputed Trade receivables-considered good	-	-	-	-	-	2,447.32	2,447.32
Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	40.33	40.33
Disputed Trade receivables-credit impaired	-	-	-	-	-	704.45	704.45
<b>Total</b>	<b>226.36</b>	<b>289.90</b>	<b>62.60</b>	<b>33.05</b>	<b>263.43</b>	<b>3,642.43</b>	<b>4,517.77</b>
Less: Allowance for credit loss							<b>(580.10)</b>
<b>Total trade receivables</b>							<b>3,937.67</b>

\* Unbilled Revenue disclosed separately at Note No. 14.



As on 31-03-2021	Not due	Less than 6 Months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables-considered good	151.81	304.97	158.10	345.08	14.95	211.97	1,186.89
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	176.20	65.26	241.46
Undisputed Trade receivables-credit impaired	-	-	-	-	-	21.32	21.32
Disputed Trade receivables-considered good	-	-	-	-	-	2,447.32	2,447.32
Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	40.33	-	40.33
Disputed Trade receivables-credit impaired	-	-	-	-	129.18	1,877.79	2,006.97
<b>Total</b>	<b>151.81</b>	<b>304.97</b>	<b>158.10</b>	<b>345.08</b>	<b>360.66</b>	<b>4,623.66</b>	<b>5,944.28</b>
Less: Allowance for credit loss							<b>1,870.16</b>
<b>Total trade receivables</b>							<b>4,074.12</b>

\* Unbilled Revenue disclosed separately at Note No. 14.

## 11 Cash and Cash Equivalents

Balance with banks

- In current accounts 423.15 1,308.08

- In Fixed Deposit 333.93 352.78

Cheque on hand 0.58 -

Cash on hand 0.86 0.37

**Sub Total 758.52 1,661.23**

Less: In unmarked accounts (83.58) (102.43)

**Total Cash and Cash Equivalents 674.94 1,558.80**

There are no repatriation restriction with regards to cash and cash equivalents as at the end of the reporting period and prior periods.

## 12 Other Bank Balances

Unpaid Dividend Account - -

Fixed deposits with maturity more than 3 months 574.27 582.18

**Total Other Bank Balances 574.27 582.18**

There is no repatriation restriction with regards to cash and cash equivalents as at the end of the reporting period and prior periods.

**13 Loans - Current**

(Unsecured considered good, unless otherwise stated)

Loans and Advance to Related parties	1,899.86.77	1,145.77
Loans and Advance to Others	141.63	138.86
Less: Allowance for Expected Credit Loss	(857.76)	(857.76)
	1,183.73	426.87
Advance Recoverable in cash or in kind or value to be received	160.35	435.36
Less: Allowance for Expected Credit Loss	(0.36)	(0.36)
	159.99	435.00
<b>Total Loans</b>	<b>1,343.72</b>	<b>861.87</b>

**13.1** The company has made loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act,2013) as given below:

Type of Borrower	Amount of loan or advances in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Related Parties-		
Agbros Leasing and Finance Private Limited	347.89	15.80%
Highgate Terminals Private Limited	30.76	1.40%
Tusker Cranes Private Limited	1,521.20	69.09%

**14 Other Financial Assets**

Unbilled Revenue	274.89	213.89
Bank deposits ( with original maturity of more than 12 months )	-	-
Inter-Corporate Deposits to Related Party	-	59.32
Interest accrued on fixed deposits	84.79	84.47
Others	32.78	32.78
Security Deposit	49.27	55.22
<b>Total Other Financial Assets</b>	<b>441.03</b>	<b>445.68</b>

**15 Other Current Assets**

Prepaid Expenses	239.40	412.27
Advance to Suppliers - Related Parties	-	44.00
Advance to Suppliers - Others	621.06	1,737.36
Advance for Capital Goods	-	-
Deposit with Govt. Authorities	236.30	236.29
Advance for Land	195.74	195.73
Goods and services tax receivable	753.89	1584.11
Others	62.60	38.87
<b>Sub Total</b>	<b>2,108.99</b>	<b>4,248.63</b>



Less: Allowance for Expected Credit Loss (Adv. To Suppliers)	(64.52)	(314.52)
<b>Total Other Current Assets</b>	<b>2,044.47</b>	<b>3,934.11</b>

**16 Equity Share Capital****Authorized Equity Share Capital**

3,00,00,000 Equity Shares of par value Rs. 10/- each	3,000.00	3,000.00
	3,000.00	3,000.00

**Issued, Subscribed & Paid-up**

1,19,66,985 Equity Shares of par value Rs. 10/- each	1,196.69	1,196.69
	<b>1,196.69</b>	<b>1,196.69</b>

**(i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:**

	As at 31st March 2022		As at 31st March 2021	
Equity Shares	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year				
	1,19,66,985	1,196.69	1,19,66,985	1,196.69
Issued during the year	-	-	-	-
Outstanding at the end of the year	<b>1,19,66,985</b>	<b>1,196.69</b>	<b>1,19,66,985</b>	<b>1,196.69</b>

**(ii) Terms/ rights attached to equity shares:**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the shares held by the shareholder.

**(iii) Details of shareholders holding more than 5% Shares in the Company:**

	As at 31st March 2022		As at 31st March 2021	
Name of shareholder	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>Equity shares of Rs. 10 each fully paid</b>				
Saket Agarwal	77,11,000	64.44%	77,11,000	64.44%
PSA India Pte. Ltd.	15,00,000	12.53%	15,00,000	12.53%

The Company has not issued any equity shares as bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately preceding March 31, 2022.



**(iv) Promoter Shareholding**

As at 31st March 2022

Promoter's Name	Class of Shares	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% of change during the year
1.Saket Agarwal	Equity	77,11,000	-	77,11,000	64.44%	-
		77,11,000	-	77,11,000	64.44%	-

As at 31st March 2021

Promoter's Name	Class of Shares	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% of change during the year
1.Saket Agarwal	Equity	77,11,000	-	77,11,000	64.44%	-
		77,11,000	-	77,11,000	64.44%	-

**17 Other Equity**

Capital Reserves	100.00	100.00
Capital Redemption Reserves	1,590.24	1,590.24
Securities Premium	40,933.42	40,933.42
General Reserves	11,082.51	11,082.51

**Retained Earnings:**

As per last Balance Sheet	(61,815.49)	(57,481.42)
Adjustment to Opening Retained Earnings	(196.61)	-
Net profit/ (loss) for the year	(3,896.35)	(4,334.07)
Balance at the end of the year	(65,908.45)	(61,815.49)

**Other Comprehensive Income:**

As per last Balance Sheet	(9.96)	(12.78)
Remeasurements of Employment Benefit Obligations	(9.59)	2.82
Balance at the end of the year	(19.55)	(9.96)
<b>Total Other Equity</b>	<b>(12,221.83)</b>	<b>(8,119.29)</b>

**i) Retained earnings**

Retained earnings are profits / (losses) that the Company has earned, less any transfers to general reserves, dividends or other distributions paid to shareholders

**ii) Other Comprehensive Income (OCI)**

Other Comprehensive Income (OCI) includes remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest).



### iii) Securities Premium Reserve

Securities premium account represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

### iv) General Reserve

The reserve is a distributable reserve maintained by the Company.

## 18 Borrowings

Term Loan from Banks			32,194.84	39,685.72
Foreign Currency Term Loan from Banks			4,398.93	4,398.93
Liability portion of preference shares			647.43	647.43
Term loans from Related Party			11,480.00	4,980.00
Term Loan from Finance Companies			6,903.54	7,935.30
<b>Total Borrowings</b>			<b>55,624.74</b>	<b>57,647.38</b>
Less: Current Maturities (Refer Note 22)			(13,402.38)	(20,838.14)
<b>Total Borrowings</b>			<b>42,226.36</b>	<b>36,809.24</b>

### A) Starlog Enterprises Limited

-The above borrowings carry interest rate ranging from 12% to 17%.

-The above maturity profile does not include overdue borrowing of Rs. 8,060.08 lakhs (PY: Rs. 9,091.84 lakhs) as on 31-03-2022.

-All the above loans are secured by exclusive hypothecation of Plant and Machinery financed by each lender there-against and part of the receivables under specific charter hire agreements.

-Additionally, Rs 5231.30 lakhs is secured by way of exclusive charge of Company's property located at Mumbai, and Rs. 1156.53 lakhs is secured by way of mortgage of freehold land at Raigad, Maharashtra.

### B) Dakshin Bharat Gateway Terminal Private Limited (DBGT)

#### - Terms and repayment schedule

Loan From	Interest Rate	Repayment Terms		
Term loan from BNP Paribas - 1	Fixed rate of 9.6% per annum	Principal amount shall be repaid in 10 varying instalments starting from December 2021 till May 2027	16,596.00	23,000.00
Term loan from BNP Paribas - 2	Fixed rate of 8.8% per annum	Principal amount repayable in 12 equal quarterly instalments from the end of the reporting period. The Company has availed moratorium benefits announced by RBI due to Covid-19 hence 2 instalments were deferred and the revised maturity date is 04 February 2025	3,295.63	4,394.17



Term Loan from Bollore Africa Logistics SAS	Fixed rate of 7.768% per annum net of applicable TDS (effective rate of interest is 8.63%)	Single installment payable at 31 December 2036	6,500.00	-
Cash credit facility from BNP Paribas	At overnight MCLR plus 1.25% per annum	Payable on demand on or before 30 May 2022*	3,968.23	2,188.10

\* Cash credit facility is renewed upto 30 May 2023

#### - Security and purpose of loans

##### Term loan from BNP Paribas - 1

Term loan secured by irrevocable and unconditional Stand-by Letter of Credit (SBLC) from Bollore Africa Logistics SAS, equivalent to 110% of the Facility amount. The loan is taken for refinancing the outstanding amounts under the short-term loan facilities; and / or meeting the capital expenditure requirements and / or any other related costs.

##### Term loan from BNP Paribas - 2

Term loan secured by irrevocable and unconditional Stand-by Letter of Credit (SBLC) from Bollore Africa Logistics SAS, equivalent to 110% of the Facility amount. The loan is taken for refinancing of loan from Yes Bank Limited which was taken for part payment of capital expenditure requirements relating to conversion of 8th berth in V.O. Chidambaranar Port at Tuticorin to container terminal on BOT basis.

##### Term Loan from Bollore Africa Logistics SAS

The external commercial borrowing is unsecured and taken for the purpose of (1) Repayment of term loan amounting to INR 6,404 Lacs and (2) General corporate purpose for INR 96 Lacs.

##### Cash credit facility from BNP Paribas

The cash credit facility is secured by irrevocable and unconditional Stand-by Letter of Credit (SBLC) from Bollore Africa Logistics SAS, equivalent to 110% of the Facility amount. The facility is taken for meeting short term cash flow mismatch.



## C) India Ports and Logistics Private Limited (IPL)

Loan From	Interest Rate	Repayment Terms	As at 31 March, 2022	As at 31 March, 2021
Loan from Bollore Africa Logistics SAS	Fixed rate of 12% p.a. till 20 March 2022 & 7.67% p.a afterwards net of applicable TDS (effective rate of interest is 13.33% p.a till 20 March 2022 & 8.52% p.a afterwards)	Single instalment payable at 28 December, 2028	4,980.00	4,980.00

The loan is unsecured and taken for onward lending to Dakshin Bharat Gateway Terminal Private Limited for the purpose of capital expenditure.

D) Terms of repayment and security note is pending updation in the unaudited financial statements of West Quay Multiport Private Limited provided for the purpose to consolidation. Accordingly, no such terms have been mentioned in Consolidated accounts.

## 19 Other Financial Liabilities - Non-Current

Creditors for capital goods	1,002.69	1,343.50
Deferred License fee obligations	905.18	922.27
<b>Total Other Financial Liabilities</b>	<b>1,907.87</b>	<b>2,265.77</b>

## 20 Provisions - Non - Current

Provisions for employee benefits (Refer Note 40)		
Leave Obligations	137.09	122.21
Gratuity	111.71	76.36
<b>Total Provisions for employee benefits</b>	<b>248.79</b>	<b>198.57</b>

## 21 Other Non - Current Liabilities

Advance against sale of Land / Others	25.00	25.00
Advance against sale of Shares	1,201.21	1,201.20
Deferred income - EPCG grant	-	-
Other Liabilities	79.30	79.29
<b>Total Other Non - Current Liabilities</b>	<b>1,305.50</b>	<b>1,305.50</b>

## 22 Borrowings

Current maturities of long-term borrowings	13,402.44	20,838.14
Cash Credit Loan from Banks	3,968.23	2,188.10
Term loans from Related Party	-	154.42
	<b>17,370.68</b>	<b>23,180.66</b>

**23 Trade and Other Payables**

- Outstanding dues of micro enterprises and small enterprises	3.57	8.84
- Outstanding dues of creditors other than micro enterprises and small enterprises-Others	3,954.29	4,038.92
- Outstanding dues of creditors other than micro enterprises and small enterprises-Related Parties	115.51	138.48
<b>Total Trade Payables</b>	<b>4,073.37</b>	<b>4,186.24</b>

**23.1 Trade Payables Ageing** (outstanding for following periods from date of booking/ due date of payment)

As on 31-03-2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.57	-	-	-	3.57
(ii) Others	1,953.67	47.08	216.51	1,852.54	4,069.80
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,957.24</b>	<b>47.08</b>	<b>216.51</b>	<b>1,852.54</b>	<b>4,073.37</b>
As on 31-03-2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	8.84	-	-	-	8.84
(ii) Others	2,077.81	241.41	183.12	1,675.06	4,177.40
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>2,086.64</b>	<b>241.41</b>	<b>183.12</b>	<b>1,675.06</b>	<b>4,186.24</b>

**23.2 Micro, Small and Medium Enterprises**

To the extent, the group has received intimation from the “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the details are provided as under:

	31st March 2022	31st March 2021
(i) Principal amount outstanding at the end of the year	3.57	8.84
(ii) Interest on Principal amount due at the end of the year	0.09	0.09
(iii) Interest and Principal amount paid beyond appointment day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the amount of interest specified under MSME Development Act.	-	-



(v) The amount of interest accrued and remaining unpaid at the end of the year	0.09	0.09
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(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSME Development Act	0.09	0.09
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## 24 Other Financial Liabilities - Current

Current maturities of long-term borrowings

Interest accrued	11,124.52	10,258.74
Bank Overdraft	290.33	290.33
Retention money payable	502.65	502.65
License fee and royalty to port	288.91	288.92
Security deposits from customers	50.66	21.00
Refund towards encashment of performance bank guarantee of vendor	759.10	1,296.35
Deferred License fee obligations	-	-
Creditors towards capital goods and services	217.29	217.29
Employee benefits payable	26.23	25.96
Other Payable to related parties	-	-
Other Payable	-	225.73
	<b>13,259.44</b>	<b>13,126.97</b>

There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at the balance sheet date.

## 25 Provisions

Provisions for employee benefits (Refer Note 40)

Leave Obligations	8.03	10.72
Gratuity	14.98	13.74
Others	82.26	187.60
<b>Total Provisions</b>	<b>105.26</b>	<b>212.06</b>

## 26 Other Current Liabilities

TDS Payable	1,023.90	926.84
Advance From Customers		
- Others	599.21	301.02
- Related Parties	-	-
Loans & Advances		
- Others	4.09	-
- Related Parties	-	-
Other Statutory Dues	1,338.12	1,648.00
Deferred income - EPCG grant	-	-



Other current liabilities	2,929.17	2,435.43
Advance against sale of Premises	-	-
Book Overdraft	-	187.50
<b>Total Other Current Liabilities</b>	<b>5,894.49</b>	<b>5,498.79</b>
<b>27 Revenue From Operations</b>		
Service Charges from:		
- Crane Operations	2,256.33	2,127.29
- Crane mobilization	-	33.50
Terminal Handling, storage and other charges	15,578.57	14,901.12
Berth hire and other charges	42.08	33.24
<b>Total Revenue From Operations</b>	<b>17,876.98</b>	<b>17,095.15</b>
i) As more fully explain in Note 2.6 (b) and (c), revenue from construction activities comprises the revenue arising from expenditure incurred on the construction of infrastructure necessary for the provision of services under the Concession Agreement.		
<b>28 Other Income</b>		
Interest Income from:		
- Bank Deposits	77.30	22.45
- Deposits with VOCPT	1.06	0.97
Interest on Income Tax Refund	10.28	-
Income tax Refund	49.45	49.57
Insurance Claim	64.19	50.51
Provision no longer required written back	10.25	-
Government Grant Income	125.90	-
Rent Income	-	655.44
Profit on Sale of Asset	301.97	369.04
Foreign Exchange Gain	-	266.41
Liability no longer required written back	424.39	285.75
Other Income	299.48	29.12
<b>Total Other Income</b>	<b>1,364.27</b>	<b>1,729.26</b>
<b>29 Employee Benefit Expense</b>		
Salaries, wages and bonus	1,473.36	1,288.80
Contribution to provident and other funds	91.14	99.74
Gratuity expense (Refer Note 40)	23.77	23.26
Compensated absences	26.91	36.97
Staff welfare expenses	116.66	112.04
<b>Total Employee Benefit Expense</b>	<b>1,731.84</b>	<b>1,560.79</b>





<b>30 Power and Fuel Expense</b>		
Power and Fuel	182.31	97.39
<b>Total Power and Fuel Expense</b>	<b>182.31</b>	<b>97.39</b>
<b>31 Depreciation/Amortization</b>		
Depreciation on Plant, Property and Equipment's (Refer Note 3)	1,230.36	1,540.43
Amortisation of Intangible assets (Refer Note 4)	1,396.58	1,397.28
<b>Total Depreciation Expense</b>	<b>2,626.94</b>	<b>2,937.70</b>
<b>32 Other Expenses</b>		
Consumption of stores, spares and loose tools	266.72	365.40
Royalty expenses	9,069.59	8,654.97
Exchange difference (net)	29.50	-
Freight and Crane Mobilization Charges	510.23	176.25
Rent (Includes Company Accommodation To Employees)		
- Premises	40.23	61.91
- Equipment	29.37	176.88
- Others	29.38	28.33
Insurance	188.25	236.24
Repair & Maintenance:		
- Plant and machinery	62.53	60.27
- Building	12.85	6.31
- Others	248.18	163.38
Advertisement and Business Promotion Expenses	9.99	8.87
Labour Charges	526.50	436.78
Interest on delayed payment of taxes	259.46	149.62
Travelling, Conveyance and Car Expense	114.07	96.78
Printing and Stationery	18.70	17.73
Legal and Professional Fees	806.25	666.84
Licence Fees	78.55	64.11
Payment To Auditor	42.98	46.79
Director's Sitting Fees	-	28.75
Postage and Telegram	23.58	8.71
Rates & Taxes	109.20	16.91
Security & Service Charges	32.13	29.17
Subscription & Membership Fees	10.40	10.94
Bad debts Written Off	10.73	98.51
Loss on Sale of Fixed Assets	6.24	-
Water & Electricity expenses	778.56	726.74
Miscellaneous expenses	234.55	227.79



Revenue Sharing Expenses	116.39	-
Sundry Balance Written Off	29.39	117.42
	<b>13,694.50</b>	<b>12,682.39</b>
Less: transferred to Intangible assets under development	-	-
<b>Total Other Expenses</b>	<b>13,694.50</b>	<b>12,682.39</b>
<b>Details of payment to auditors</b>		
- Audit Fee	32.40	35.35
- Quarterly Results Review	3.00	3.00
- Certification fees	1.00	1.00
- Tax Audit	6.45	5.70
- Reimbursement of expense/GST	0.13	1.74
<b>Total</b>	<b>42.98</b>	<b>46.79</b>
<b>33 Finance Costs</b>		
Interest		
- Banks	2,958.06	3,285.96
- Loan from Related Party	810.48	662.63
- Financial Institutions/Companies	2,088.05	1,998.17
Unwinding of interest on deferred license fee	82.75	84.17
Other borrowing costs	190.64	223.13
Interest on delayed payment of taxes	8.39	17.87
Interest to suppliers	20.28	40.57
Interest on taxes	2.34	-
Bank Charges	5.09	5.70
	<b>6,166.08</b>	<b>6,318.20</b>
Less: transferred to Intangible assets under development	-	-
<b>Total Finance Costs</b>	<b>6,166.08</b>	<b>6,318.31</b>
<b>34 Exceptional Items</b>		
Liabilities no longer required, written back - Other F & F^	(732.55)	-
Trade receivables, Other financial assets and equipment- written off^	453.32	-
Provision	-	1,645.26
Income earned due to Loan OTS	-	(1,274.24)
<b>Total Exceptional Items</b>	<b>(279.23)</b>	<b>371.02</b>

^ The company has carried out detailed analysis/verification of trade receivables, other financial assets and equipment, and based on such analysis and verification, assets amounting to Rs.453.33 lakhs has been written off. Further, company has identified the liabilities amounting to Rs. 732.55 lakhs, no longer required, which have been written back.



### 35 Financial Assets measured at Fair Value

Investment carried at fair value through OCI	Notes		
Valuation Method - Level 3 (Refer Note below)	6	10.98	10.98
<b>Total financial asset</b>		<b>10.98</b>	<b>10.98</b>

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. There are no items falling under Level 1.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. There are no items falling under Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**Note:**

(i) For the Company there are no financial liabilities which are measured at fair value - recurring fair value measurements or at amortised cost for which fair values are required to be disclosed.

(ii) The carrying value of all the financial assets and financial liabilities for the subsidiaries of the Company are measured at amortized cost. In case of West Quay Multiport Private Limited, this assertion is based on unaudited financial statements which are yet to be approved by the management of respective company. In case of Dakshin Bharat Gateway Terminal Pvt Ltd., India Port & Logistics Pvt Ltd., Starport Logistics Ltd., this assertion is based on management account provided by the management of respective companies which are yet to be approved by the board of respective company.

### 36 Capital Management

For the purpose of the Company's capital management, equity includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximize shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The company's policy is to keep debt equity ratio below two. There is constant endeavour to reduce debt as much as feasible and practical by improving operational and working capital management.

\*The Net Debt Equity ratio is not applicable as equity is negative.

### 37 Basic and Diluted Earnings Per Share

**Particulars**

Profit/(Loss) after tax as per Profit & Loss account (₹. In Lakhs) A	(3,905.92)	(4,331.25)
Weighted average number of equity shares B	1,19,66,985	1,19,66,985
<b>Basic and Diluted Earnings Per Share A/B</b>	<b>(32.64)</b>	<b>(36.19)</b>



### 38 Disclosure requirements as per Ind AS 115 - Revenue from contracts with customers

#### a) Contracts with Customers

The Company has source of revenue from Crane hiring & mobilization and terminal handling. It is disclosed in Note 27 - Revenue from Operations in the financial statements.

#### b) Details of Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers.

##### Particulars

Trade Receivables	3,937.67	4,074.12
Contract Assets	274.19	213.89
Contract Liabilities	599.21	301.02

- Impairment loss on trade receivables has been disclosed separately under the notes for trade receivable.

- Contract assets are where performance obligations have been partly discharged by the Company and the balance is to be performed in due course.

- Contract liabilities are entity's obligation to transfer services to a customer for which the Company has received consideration from the customer.

#### c) Determining the transaction price and the amounts allocated to performance obligations

Revenue recognised in the statement of profit and loss with the contracted price does not have any adjustments made to the contract price.

### 39 Financial Risk Management

The Company's principal financial liability represents Borrowings. The main purpose of this financial liability is to pay for Company's operations. The Company's principal financial assets consist of Investment in Group Company, Plant Property & Equipment, Investment Properties and trade receivables that are derived directly from its operations.

The Company's activities expose it to credit risk, liquidity risk and market risk. All such activities are undertaken within an approved risk management policy framework.

The Board of Directors approves these policies for managing each of these risks, which are summarised below:

#### (a) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from Trade Receivables and other Financial Asset. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through credit approvals and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company has adopted expected lifetime credit loss model to assess the impairment loss, and is positive of the realisability of the other trade receivables and other Financial Asset.

**(b) Liquidity risk**

Liquidity risk arise from the unlikely possibility of Companies inability to meet its cash flow commitments on due date. Company exercises local financial market to meet its liquidity requirement. During the current year, the Company has settled a substantial portion of its financial obligations with Bank / Financial Institutions and is in process of settling the majority of its remaining dues with Financial Institutions / Banks by monetising its assets. This will enable to mitigate the Liquidity Risk of the Company thereby strengthen the financial position of the Company.

**Maturity of financial liabilities**

Contractual maturities of Financial Liabilities as on 31<sup>st</sup> March 2022

Particulars	Upto 1 Year	1-5 Year	More Than 5 Year	Total
Borrowings	24,374.30	8,005.69	27,213.05	59,593.04
Trade Payables	4,073.37	-	-	4,073.37
Creditors for capital goods	1,002.69	-	-	1,002.69
Deferred License fee obligations		399.36	505.82	905.18
Other Financial Liabilities	12,454.10	399.36	405.98	13,259.44

**1) Dakshin Bharat Gateway Terminal Private Limited (DBGT)**

The above cash flows are based on the existing terms wherein BNP Paribas Term loan - 1 is repayable in 10 instalments starting December 2021; BNP Paribas Term loan - 2 is repayable in quarterly instalment up-to February 2025, however, subsequent to 31 March 2022, Cash credit facility is renewed up-to 30 May 2023.

Contractual maturities of Financial Liabilities as on 31<sup>st</sup> March 2021

Particulars	Upto 1 Year	1-5 Year	More Than 5 Year	Total
Borrowings	11,548.47	11,739.92	36,701.51	59,989.90
Trade Payables	4,186.24	-	-	4,186.24
Creditors for capital goods	1,343.50	-	-	1,343.50
Deferred License fee obligations		384.09	538.58	922.67
Other Financial Liabilities	13,126.97	-	-	13,126.97

**1) Dakshin Bharat Gateway Terminal Private Limited (DBGT)**

The above cash flows is based on the existing terms. However, in case of DBGT, BNP Paribas Term loan - 1 is repayable in 10 instalments starting from December 2021 to till May 2027; BNP Paribas Term loan - 2 is repayable in quarterly instalment up-to February 2025 and Cash credit facility is renewed up-to 30 May 2022.

The above financial liabilities include amounts for the Company based on disclosures made in their audited financial statements for FY 2021-22 and FY 2020-21.



The above disclosure does not include balances of West Quay Multiport Private Limited (WQMPL) as the Company has not been provided with the audited financial statements of WQMPL for consolidation. Accordingly, the above figures do not reflect the amounts of WQMPL for FY 2021-22 and FY 2020-21.

The above financial liabilities include amounts for the India Ports & Logistics Private Limited (IPL), Dakshin Bharat Gateway Terminal Private Limited (DBGT), ABG Turnkey Private Limited (ABG Turnkey) and Starport Logistics Limited (Starport) based on disclosures made in their management accounts provided by their respective companies for FY 2020-21 and based on disclosures made in their audited financial statement for FY 2019-20.

### c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises Foreign Currency Risk and Interest Risk.

#### (i) Foreign Currency Risk

One of the Company's subsidiaries, Dakshin Bharat Gateway Terminal Private Limited, is exposed to foreign currency risk. DBGT is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of DBGT. The functional currency of DBGT is Indian Rupees. The currencies in which these transactions are primarily denominated are Indian Rupees and Euros.

DBGT does not hedge its exposure to changes in foreign exchange rates.

#### - Exposure to Currency Risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management is as follows:

	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	USD	EUR	USD	EUR
Creditors towards capital goods and services - Foreign currency	-	0.14	-	0.14
Creditors towards capital goods and services - INR equivalent	-	11.96	-	12.21
Other payable - Foreign currency	10.00		17.73	
Other payable - INR equivalent	759.10		1,296.35	
Trade payable - Foreign currency	-	8.16	-	4.55
Trade payable - INR equivalent	-	685.62	-	390.32
Other current financial liabilities - Accrued expenses payable - Foreign currency	1.94	0.11	3.13	3.19
Other current financial liabilities - Accrued expenses payable - INR equivalent	147.62	9.29	229.05	274.28
Total exposure in respect of recognized assets and liabilities (INR)	906.72	706.87	1,525.40	676.81

#### - Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR and Euros against all the other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast purchases.



	Profit or (loss)		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31st March, 2022</b>				
INR / USD (5% movement)	<b>45.34</b>	<b>(45.34)</b>	<b>33.55</b>	<b>(33.55)</b>
INR / EUR (5% movement)	<b>35.34</b>	<b>(35.34)</b>	<b>26.15</b>	<b>(26.15)</b>
<b>31st March, 2021</b>				
INR / USD (5% movement)	76.27	(76.27)	56.44	(56.44)
INR / EUR (5% movement)	33.84	(33.84)	25.04	(25.04)

The above disclosure is pending updating in the unaudited financial statements of West Quay Multiport Private Limited (WQMPL) provided for the purpose to consolidation. Accordingly, the above figures do not reflect the amounts of WQMPL for FY 2021-22 and FY 2020-21.

## (ii) Interest Rate Risk

Company's exposure to the risk of changes in market interest rate relates to the floating rate obligations.

The exposures of the Companies borrowings and interest rate changes at the end of the reporting period are as follows:

### Interest Rate Exposure

#### Borrowings

Fixed Rate Borrowings	38,240.89	40,417.88
Fluctuating Rate Borrowing	5,124.77	3,344.64
<b>Total Borrowings (including Current Year Maturities)</b>	<b>43,365.66</b>	<b>43,762.52</b>

### Sensitivity Analysis of 1% change in Interest Rate:

Interest Rate Sensitivity analysis on Term Loan	Interest Movement	Profit / (Loss)	Profit / (Loss)
Impact on Company's profit / loss, if the Interest Rates had been 100 bps higher / lower and all other variables remains constant	Up	(51.25)	(33.45)
	Down	51.25	33.45

The above disclosure does not include balances of West Quay Multiport Private Limited (WQMPL) as the Company has not been provided with the audited financial statements of WQMPL for consolidation. Accordingly, the above figures do not reflect the amounts of WQMPL for FY 2021-22 and FY 2020-21.





#### 40 Assets and liabilities relating to employee benefits

##### (A) Provident and Other Funds

Under the RPFC (Regional Provident Fund Commissioner) schemes, the Company and its subsidiaries are required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

Amount of Rs. 86.81 lakhs (previous year Rs 86.46 lakhs) represent contribution to provident fund is recognised as an expense and included in Employees benefit expenses in the statement of profit and loss (refer note 29).

##### (B) Employee state Insurance Scheme (ESIC)

Amount of Rs. 3.64 lakhs (previous year 5.38 lakhs) represent contribution to Employee State Insurance Schemes recognized as an expense and included in Employee benefit expenses in the statement of profit and loss (refer note 29).

##### (C) Gratuity and Leave Encashment

###### (i) Leave obligations

The leave obligations cover the Company's liability for earned leave and sick leave.

###### (ii) Post-employment obligations – Gratuity

The Company and its subsidiaries have a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen-day wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The gratuity plan is a funded plan and the Company makes contributions to recognized funds in India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments. This defined benefit plans expose the Group to actuarial risks, such as interest rate risk and market (investment) risk.

###### (iii) Balance sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligations over the year are as follows:

###### (a) Statement showing changes in present value obligation

Present value of obligations at the beginning of the year	82.30	65.25
Interest expense/(income)	10.63	3.67
Past Service Cost	-	-
Current Service Cost	22.08	19.59
Benefit paid	(6.37)	(0.67)
Other Changes	-	(0.24)
Remeasurements		-
- Due to change in financial assumptions	(4.04)	0.48
- Due to experience adjustments	(5.47)	(5.79)
- Due to experience (Gains)/Losses	8.14	-
Present value of obligations at the end of the year	107.26	82.29

**(b) Statement showing changes in the fair value of plan assets**

<b>Fair Value of Plan Assets at the beginning of the year</b>	<b>29.90</b>	<b>29.90</b>
Expected return on plan assets	-	-
Contributions	14.66	-
Benefits Paid	-	-
Other Changes	(20.94)	-
Actuarial gains on plan assets	-	-
<b>Fair Value of Plan Assets at the end of the year</b>	<b>23.61</b>	<b>29.90</b>

**(c) Expenses recognised during the year**

Current Service Cost	22.08	19.59
<b>Total Service Cost</b>	<b>22.08</b>	<b>19.59</b>
Interest Expense on DBO	10.63	3.67
Interest (Income) on Plan Assets	-	-
<b>Net Interest Cost</b>	<b>10.63</b>	<b>3.67</b>
<b>Defined Benefit Cost included in P &amp; L</b>	<b>32.70</b>	<b>23.26</b>

Remeasurements - Due to Financial Assumptions	-	-
Remeasurements - Due to Experience Adjustments	-	-
Remeasurements - Due to experience (Gains)/Losses	(1.37)	-
(Return) on Plan Assets (Excluding Interest Income)	-	-
<b>Total Remeasurements in OCI</b>	<b>(1.37)</b>	<b>-</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>31.33</b>	<b>23.26</b>

**(d) Experience adjustment**

Experience adjustment on obligations	8.14	-
Experience adjustment on plan assets	-	-

**(e) Actuarial Assumptions**

Discount Rate	6.98%	6.9% - 7.5%
Salary Escalation	7.00%	4% - 7%

Indian Assured Lives Mortality  
(2012-14)

**(f) Sensitivity analysis of 1% change in assumption**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Assumptions	31st March 2022		31st March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate	(6.48)	7.20	(4.86)	5.37
Salary growth rate	6.56	(5.89)	5.33	(4.88)

The above disclosure does not include balances of West Quay Multiport Private Limited (WQMPL) as the Company has not been provided with the audited financial statements of WQMPL for consolidation. Accordingly, the above figures do not reflect the amounts of WQMPL for FY 2021-22, FY 2020-21 and 2019-20.

**(g) Other long-term employee benefits**

The Company's liability on account of compensated absences is not funded and hence the disclosures relating to planned assets are not applicable. Compensated absences of INR 38.54 Lakhs (31 March 2021: INR 44.52 Lakhs) expected to be paid in exchange for the services recognized as an expense during the period.

#### **41 Service concession arrangement - Concession Agreement with VOCPT**

DBGT ("Concessionaire") has entered into a Concession Agreement ("CA") on 4 September 2012 for development of eighth berth container terminal at V.O. Chidambaranar Port Trust, Tuticorin ("the Port") on Build, Operate and Transfer ("BOT") basis with the Board of Trustees for V.O. Chidambaranar Port ("VOCPT" or "Concessions Authority"). On completion of conditions precedent, DBGT was granted Letter of Award by VOCPT on 10 July 2013 to set-up and operate in accordance with the CA for a period of 30 years with effect from the date of Award (i.e.) 10 July 2013. Currently, DBGT has completed the construction and commenced its operations in the financial year 2018-19, with effect from 13 April 2018 being the COD date. The arrangements include infrastructure used in a public to private service concession arrangement for its entire useful life and consequently qualify for service concession accounting. Following are the key terms and conditions of the CA:

- a) The Concessionaire shall modify the existing berth no.8 as a Container Terminal. The length of the quay is 345.5 meters. Fenders, bollards, mooring rings, fire fighting system, water supply system, electrification etc. shall be provided at suitable locations. Super structures of berths, approaches and piles shall be of reinforced cement concrete only.
- b) The Concessionaire shall be entitled to recover Tariff from the users of the Project Facilities and Services as per the Tariff Notification, an extract of which is set out in Appendix 12 of the CA. The Tariff Notification prescribes the maximum Tariff that can be levied by the Concessionaire and the Concessionaire may charge lower than the rates prescribed.
- c) The Concessionaire shall pay to the Concessions Authority, royalty per month equivalent to 55.19% of the gross revenue chargeable by the Concessionaire subject to the Royalty payable on Minimum Guaranteed Cargo specified in Appendix 14 of the CA. The Concessionaire shall also pay an upfront royalty fee of INR 500 Lakhs.



- d) The Concessionaire shall pay to the Concessioneing Authority, license fees as consideration for the use, in its capacity as a bare licensee of the Project Site comprised in the Port's Assets. It shall pay an annual sum of INR 99.84 Lakhs based on scale of rates of INR 8 per square metre prevalent on signing the CA which shall change based on scale of rates in the subsequent years.
- e) The ownership of the Project Site and Port's Assets shall always remain vested with the Concessioneing Authority. The rights of the Concessionaire in the Project Site and Port's Assets shall only be that of a bare licensee of such assets.
- f) The Concessionaire shall be entitled to create a charge on its rights, title and interest on all assets (excluding the Port's Assets and the Project Site) in favour of lenders for securing financial assistance provided or agreed to be provided by them under financing documents. Provided, any such charge shall not be effective before Financial Close and shall not continue for a period exceeding the Concession Period.
- g) Except as provided / authorised under this Agreement the Concessionaire shall not, without the prior written intimation to the Concessioneing Authority, remove or replace any assets comprised in the Project Facilities and Services. Such notice shall contain the exact details of the assets that the Concessionaire intends to remove and / or replace, its reasons for doing so and the likely period for replacement.
- h) As per the agreement, the Concessionaire shall at its cost, plan for replacement of the equipment well ahead of the time when the utility thereof is reasonably expected to expire and replace the equipment in accordance with Good Industry Practice so as to ensure that the Project facilities and Services commensurate with the Project Requirements, at all times during the Concession Period.
- i) On the expiry of the CA (i.e., after 30 years), the Concessionaire shall:
- hand over peaceful possession of the Project Site, Port's Assets and the Project Facilities and Services free of encumbrance.
  - transfer all its rights, titles and interests in the assets comprised in the Project Facilities and Services which are required to be transferred to the Concessioneing Authority.
  - hand over to the Concessioneing Authority all documents including as built drawings, manuals and records relating to operation and maintenance of the Project Facilities and Services.
  - transfer technology and up-to-date know-how relating to operation and maintenance of the Port's Assets and / or the Project Facilities and Services.
  - transfer or cause to be transferred to the Concessioneing Authority any Project Contracts.



## 42 Compliance with certain requirements of the Companies Act, 2013

- (a) During the current year, Dakshin Bharat Gateway Terminal Private Limited ("DBGT") has identified that it has not complied with certain provisions of the Companies Act, 2013 as set out below.
- Internal auditor as required under Section 138 of the Act has not been appointed.
  - Independent directors as required under Section 149 of the Act have not been appointed.
  - Audit committee as required under Section 177 of the Act has not been appointed.
  - Remuneration committee as required under Section 178 of the Act has not been constituted.
  - Appointment of key managerial personnel as required under section 203 has not been complied by DBGT.
- DBGT is in the process of complying with the above provisions as required under Companies Act, 2013. Management of DBGT believes that the liabilities / penalties / levies, if any, on account of the above stated non-compliance are not expected to be material and the same are currently not determinable.
- (b) During the current year India Ports & Logistics Pvt. Ltd. ("IPL") has identified that it has not complied with certain provisions of the Companies Act, 2013 as set out below.
- Independent directors as required under Section 149 of the Act have not been appointed.
  - Audit committee as required under Section 177 of the Act has not been appointed.
  - Remuneration committee as required under Section 178 of the Act has not been constituted.
- IPL is in the process of complying with the above provisions as required under Companies Act, 2013. Management of companies believes that the liabilities / penalties / levies, if any, on account of the above stated non-compliance are not expected to be material and the same are currently not determinable.
- (c) During the current year, Kandla Container terminal Pvt Ltd (KCTPL) has identified that it has not complied with certain provisions of the Companies Act, 2013 as set out below.
- Independent directors as required under Section 149 of the Act have not been appointed.
  - Audit committee as required under Section 177 of the Act has not been appointed.
  - Remuneration committee as required under Section 178 of the Act has not been constituted.
- KCTPL is in the process of complying with the above provisions as required under Companies Act, 2013. Management of KCTPL believes that the liabilities / penalties / levies, if any, on account of the above stated non-compliance are not expected to be material and the same are currently not determinable.

## 43 Non-compliance with certain provisions of Reserve Bank of India Act, 1934 (IPL)

The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 require IPL to register itself as a Non-Banking Financial Company ('NBFC') with the Reserve Bank of India. However, IPL has not duly registered itself and hence not complied with the provisions of the Reserve Bank of India Act, 1934. Further, the preparation and presentation requirements of the financial statements of an NBFC have also not been complied with by IPL.

Management of IPL believes that IPL is not engaged in financial activities and has given a loan to its subsidiary to support its business activities. Furthermore, any liabilities/ penalties/ levies, if any, on account of the above stated non-compliance are not expected to be material and the same are currently not determinable.

## 44 Disputed Receivables of Starlift Services Private Limited (SSPL)

Amount of Rs. 23,58,69,527/- (full figure) due from Kolkata Port Trust (KoPT) as on 31st March, 2022, on account of service tax (including interest calculated @ 18% p.a. on simple interest basis). KoPT has disputed its liability towards service tax to SSPL and recovered/withheld the said amount from the bills. SSPL had filed petitions before Hon.



High court at Kolkata, under Section 9 and Section 11 of the Arbitration and Conciliation Act 1996 on 15th March 2010. An arbitrator was appointed on 19th May 2010. The award has been published in favour of SSPL on 18th April 2011. As per award, KoPT is liable to pay the service tax on the operational receipt of the company at the applicable rate as per law. KoPT has filed an appeal before Hon. High court at Kolkata and matter is pending before the Court. Management of SSPL believes that the said amount is fully recoverable from KoPT in view of the favourable decision by Arbitrator and no provision is required in accounts.

**45 Service Tax Matter of Starlift Services Private Limited (SSPL)**

Pursuant to a search operation at Company's premises by authorities of Service Tax department, penalty of Rs. 1,88,96,467/- (full figure) has been levied on SSPL which is disputed. The management of SSPL believes that the said demand is not sustainable as it has paid taxes, with interest where applicable, and filed returns. SSPL has taken the matter to Kolkata High Court against the penalty raised by the Tribunal.

**46 Gratuity and other post-employment benefit plans in Kandla Container Terminal Private Limited (KCTPL)**

KCTPL has made provision for accrued liability for gratuity as per the actual details of the employees as on 27 September 2013 i.e., the date when Kandla Port Trust took over the possession from KCTPL.

**47 Consolidation of Unaudited Financials of Subsidiaries and Joint Venture**

(a) West Quay Multiport Private Limited (a subsidiary)

The Company has not received financial statements of West Quay Multiport Private Limited (WQMPL) from financial year ended March 31, 2019 onwards.

For financial year ended 31st March, 2018, the Company had consolidated the accounts of WQMPL based on unaudited financial statements provided by a consultant engaged by WQMPL. These financial statements were unapproved by the management of WQMPL till the date of signing of the consolidated financial statement for year ended 31st March, 2018. The net assets of WQMPL (including NCI) consolidated in the financial statements of the Company for the year ended 31st March, 2018, amounted to Rs. (1,451.52) lakh. The losses of WQMPL included in the consolidated loss of the Company is Rs. 3,096.68 lakh (including share of NCI) which represents 42.40% of the total consolidated loss of the Group. The financial statements of WQMPL for year ended 31st March, 2018, are yet to be audited/approved by the management of WQMPL.

In absence of any financial statements of WQMPL of post 31st March, 2018, the Company has continued with the same balances which were considered while preparing the consolidated financial statements for year ended 31st March, 2018. Accordingly, the consolidated financial statements of the Company for year ended 31st March, 2022, do not reflect the actual balances of WQMPL as on that date.

Section 2(87) companies Act, 2013, defines a "subsidiary company" or "subsidiary", in relation to any other company (that is to say the holding company), as a company in which the holding company:

- (i) controls the composition of the Board of Directors; or
- (ii) exercises or controls more than one-half of the total share capital either at its own or together with one or more of its

subsidiary companies:

"Total Share Capital", for the purposes of section 2(87), means aggregate of the:

- (a) paid-up equity share capital and
- (b) convertible preference share capital.

ALBA Asia Private Limited holds 99.915% of total share capital of West Quay Multiport Private Limited, Hence, ALBA Asia Private Limited is holding company of West Quay Multiport Private Limited in term of Companies Act, 2013.





(b) Alba Asia Private Limited (AAPL)

Investment in ALBA Asia Private Limited, a Joint Venture between Starport Logistics Limited (a subsidiary of the Company) and Louis Dreyfus Armateurs SAS("LDA"), is measured as per Equity Method in terms of Ind AS 28. The investment is initially measured at cost and the carrying amount is decreased to recognise the Group's share in profit or loss of the joint venture. Accordingly, the carrying value of the investment in AAPL has been reduced by Rs.134,16,58,992 based on unaudited Ind AS consolidated financial statements of AAPL for the year ended 31st March, 2018, which were unapproved by the management of AAPL till the date of signing of the consolidated financial statements of the Company for the year ended 31st March, 2018. Out of the total adjustment of Rs. 134.16 crores, Rs. 100.35 crores was adjusted in the opening Retained Earnings as on 1st April, 2016, while Rs. 18.12 crores and Rs. 15.68 crores were reduced from the carrying value of investment as on 31st March, 2017, and 31st March, 2018, respectively and the losses routed through the profit and loss of the Company.

For financial year 2018-19, 2019-20, 2020-21 and 2021-22 the Company has not received financial statements (standalone/consolidated) of AAPL. In absence of these financial statements, the Company has continued with the same balance of investment in AAPL which was appearing in the consolidated financial statements of the Company for year ended 31st March, 2018. Accordingly, the consolidated financial statements of the Company for year ended 31st March, 2022, do not reflect the actual position of investment in AAPL as on that date since the equity method for FY 2018-19, FY 2019-20 FY 2020-21 and FY 2021-22 has not been applied. No profit/loss for the FY 2018-19, FY 2019-20, FY 2020-21 and FY 2021-22 has been accordingly considered in the consolidated financial statement.

LDA has made equity investments in AAPL which is pending allotment. On allotment, AAPL will cease to be joint venture of the Company and become subsidiary of LDA.

#### 48 Consolidation of Management Accounts of Subsidiaries and Joint Venture

(a) Dakshin Bharat Gateway Terminals Pvt. Ltd. (DBGT)

The Company has consolidated the accounts of Dakshin Bharat Gateway Terminals Pvt. Ltd. (DBGT) based on management accounts provided by management of DBGT and same has not been approved by the board of the company. The net assets of DBGT (including NCI) consolidated in the financial statements of the Company amount to Rs 32766.50 lakhs. The losses of DBGT included in the consolidated loss of the Holding Company is Rs 2184.29 lakhs (including share of NCI).

(b) India Ports & Logistics Pvt. Ltd. (IPL)

The Company has consolidated the accounts of India Ports & Logistics Pvt. Ltd. (IPL) based on management accounts provided by management of IPL and same has not been approved by the board of the company. The net assets of IPL (including NCI) consolidated in the financial statements of the Company amount to Rs. 201.56 lakhs. The losses of IPL included in the consolidated profit of the Holding Company is Rs. 5.76 lakhs (including share of NCI).

(c) Starport Logistics Ltd. (Starport)

The Company has consolidated the accounts of Starport Logistics Ltd. (Starport) based on management accounts provided by management of Starport and same has not been approved by the board of the company. The net assets of Starport (including NCI) consolidated in the financial statements of the Company amount to Rs. 18648.88 lakhs. The losses of Starport included in the consolidated loss of the Holding Company is Rs 19.62 lakhs (including share of NCI).

49 The financial statements for the year ended 31st March, 2022, of South West Port Limited ("herein after referred as a Associates company") have not been received by company and therefore, the financial statement of the company is not included in consolidated financial statements.

50 The group has elected to carry its Property Plant and Equipment (PPE) at previous GAAP carrying value as its deemed cost on the date of transition to Ind AS and thereon continued to compute depreciation as required under Companies Act, 2013. No impairment on non-operative PPE due to corrosion and being stationed unused at remote locations have been considered.





- 51 On 1st February 2022, company has received a revised sanction of One Time Settlement (OTS) from JM Financial Assets Reconstruction Company Limited (JMFARC). As per the revised OTS letter, the Company is required to make payment of Rs.2800 Lakhs as full and final settlement. The Company is in compliance with the terms of the revised OTS sanction letter and made payment of Rs.1000 Lakhs by March 31, 2022. However, pending balance payment under revised OTS, release of No Dues Certificate from JMFARC and related documents, Company has not recognized the impact of OTS in its books of accounts. Company is continuing with the pre-OTS loan liability and accounted full year interest on the same. As per the terms of the OTS, Company has to make further payment of Rs 1800 Lakhs.
- 52 On 25th January 2022, company has received the sanction of One Time Settlement (OTS) from Edelweiss Assets Reconstruction Company Limited (Edelweiss). As per the OTS letter, the Company is required to make payment of Rs.850 Lakhs as full & final Settlement. The Company has complied with terms by making payment of Rs 450 Lakhs by March 31, 2022. However, pending balance payment under OTS, release of No Dues Certificate from Edelweiss and related documents, Company has not recognized the impact of OTS in its books of accounts. Company is continuing with the pre -OTS loan liability and accounted full year interest on the same. As per the terms of the OTS, Company has to make further payment of Rs 400 Lakhs.
- 53 The balances in Trade Receivable, Trade Payable, Advances and certain Bank balances of company ("holding company") are subject to reconciliation/confirmation and adjustment, if any, In the opinion of the management there will be no material adjustment and if any, will be carried out as and when ascertained.
- 54 The Company ("Holding company") has not received balance confirmation from Axis Bank Ltd. (the lender) as at March 31,2022. In the opinion of the management there will be no material adjustment on the confirmation by the lender.

#### 55 Going Concern

The Group has plans to mitigate the gap between its current assets and current liabilities amounting to Rs.30,855.99 lakhs (Previous Year Rs. 25,821 lakhs) which is mainly on account of current maturities of long-term debts. The group is actively engaged in settlement of debt through monetizing some of its fixed assets, recovery of dues from its clients and improving EBIDTA.

#### 56 Contingent Liabilities and Commitments

##### (I) Contingent liabilities not provided for:

	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
a. Guarantees given by banks on behalf of the Company	230.33	233.70
b. No provision has been made for Sales Tax demands / MVAT (Principal Amount) which have been disputed by the Company at various forum (plus applicable interest and penalty). The Company believes that it has a good case and therefore no provision has been made in the books for the same.	10,068.00	10,068.00
C The Corporate Guarantee for loan taken by one of the subsidiary has been invoked against the company and recovery suit was filed. The matter was adjudicated by DRT No-II, Mumbai, on 8th March, 2018, passing the order against the company and directing to issue recovery certificate. The Company has filed a review application against impugned order and has further filed a praecipe on 17th May, 2018, with the DRT to list matter on urgent basis. The matter is sub-judice. <sup>1</sup>	6,627.20	6,627.20

The amount given alongside is excluding Interest. \*



D	Commissioner of Custom (Export) has raised a demand on the company for non-fulfilment of its EPCG obligation. The Company is disputing the demand and is in process of filing necessary reconciliation with the department. The amount given alongside is excluding Interest.	1,294.67	1,294.67
E	Disputed income tax demand of Starport Logistics Limited pertaining to assessment years 2012-13, 2013-14 and 2014-15. For AY 2012-13 order is passed by ITAT in Company favor. However, impact of order has not been given by department. Appeals are filed before CIT(A) for the AY 2013-14 and AY 2014-15.	146.12	146.12
f.	Service tax penalty on Starlift Services Private Limited	189.00	189.00

<sup>1</sup>One of the lenders to a subsidiary of the company has invoked shortfall undertaking amounting to Rs. 6,627.20 Lakhs for loan taken by the subsidiary. The same has been disputed by the Company and **the entire Debt due taken by the subsidiary has been deposited in Gujarat High Court** and the matter is sub-judice.

g. **Dakshin Bharat Gateway Terminal Private Limited (DBGT)**

- i) The Company and VOCPT are engaged in arbitration arising out of Concession Agreement (CA) dated 4 September 2012, during the construction phase. VOCPT informed the Company that "security clearance" was required for import of equipment. However, the Company contends that the requirements of security clearance is not a part of CA and it is a new requirement. The Company claims that amendment in CA is required in terms of the percentage share of royalty payments to VOCPT and the period of the concession on account of change in law under the CA, which resulted in material adverse effects, mainly being the delays caused to the project, the escalation of project costs, and the effect on project viability. VOCPT has also made counterclaims in the arbitration, mainly with respect to royalty payments and liquidation damages.

During the year ended 31 March 2020, the Tribunal has passed an award and all claims and counterclaims filed in the arbitration have been dismissed. The Company had made requisite provisions against claims in the financial statements for the year ended 31 March 2020. The inclusion of the expense in the accounts does not constitute an admission by DBGT that such amount is owed, and DBGT reserves all of its rights and arguments made before the arbitral tribunal and Madras High Court in the context of the dispute against VOCPT.

DBGT's challenge to the Majority Award was decided on 22 February 2022, considering only the appeal on issues 2, 3 and 4 of the arbitration awards. The Madras High Court vide its order dated 22 February 2022 ruled in favour of DBGT by setting aside the Majority Award in respect of DBGT's claim for amendments to the CA consequent to change in law (Issue 2 in the arbitration). DBGT has been permitted to initiate a fresh arbitration against VOCPT (before a new arbitral tribunal) for its claim for amendments to the CA consequent to Change in Law. The Madras High Court held that the Arbitral Award's finding that VOCPT had not acted wrongfully in the encashment of the PBG (Issue 3) and in the collection of royalty on rebates (Issue 4) did not warrant interference. The findings on these issues have not been set aside and DBGT has the option of filing a challenge under Section 37 of the Arbitration and Conciliation Act, 1996.



Brief on DBGTPL's claims and counter claims from VOCPT are as below:

DBGTPL's Claims:	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Claim No.1: Amendments to Concession Agreement		
(a) Reduction in DBGTPL's Royalty Share to 40.10% from the existing 55.19%;	-	-
(b) Extension of the COD date to 31 March 2018		
'Claim No.2: Refund of amounts recovered from PBG		
Amounts recovered from wrongful invocation of the Performance Bank Guarantee (PBG): INR 1480.00 Lakhs along with interest from 1 June 2017 @ SBI (PLR) + 2% till the date of payment.	-	-
Claim No.3: Refund of Royalty wrongfully collected		
Refund of the amount deposited by the Claimant towards Royalty, under protest and hence wrongfully received by the Respondent: INR 212.77 Lakhs along with interest from March 2015 @ SBI (PLR) + 2% till the date of payment.	-	-
ii) Income Tax: The Company has preferred appeal against the order of various income tax authorities in which demand has been determined for various assessment years for following amount:		
Pending before CIT (Appeal)	84.38	84.38
iii) The Hon'ble Supreme Court of India ("SC") by their order dated 28 February 2019, has set out the principles based on which certain allowances paid to the employees should be considered for inclusion in 'basic wages' for the purposes of computation of Provident Fund contribution. In view of the management, there are interpretative challenges on the application of said judgement retrospectively hence the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts. Accordingly, this has been disclosed as a Contingent liability in the financial statements.		
iv) Claims against the Company not acknowledged as debt	105.60	107.87
i. <b>Claim by Kandla Port Trust, Bank and a supplier of machine on Kandla Container Terminal Private Limited</b>		
Kandla Container Terminal Private Limited (KCTPL), a subsidiary company, has terminated the license agreement with Kandla Port Trust (KPT) on 9th November, 2012 and arbitration proceedings have commenced thereafter. On 27th September, 2013, KPT had taken over all the fixed assets. Correspondingly, all the secured liabilities against said fixed assets were also transferred to KPT as per terms of agreement with KPT. As claims and counter claims by both the parties are subject to resolution in arbitration proceedings, the book value of fixed assets and liabilities in relation thereto have been transferred to a common account classified under loans and advances during the earlier years. KCTPL has claimed Rs.536.35 Crore from KPT which has made a counter claim against KCTPL for Rs.2345.35 Crore. Counter claim of KPT includes Rs.1438.21 Crore on account of profit share for the period from the date of termination of the contract until the expiry date as per the original contract which KCTPL considers untenable as the possession of the fixed assets and control of port operations are with KPT. Similarly counter claim of KPT also includes replacement cost of plant & machinery amounting to Rs.583.76 Crore which KCTPL considers untenable as there is no such provision in the agreement. KCTPL believes that, in real terms, its claims against KPT shall far outweigh counter-claims against it when the same are settled in the said arbitration proceedings and, accordingly, no accounting effect is given to most of the claims / counter claims.		
As per the terms of the licence agreement with KPT, all the secured debts get transferred to KPT on termination of the said agreement upon KPT taking over control on port assets of KCTPL. However lenders have continue to show the aforesaid secured liabilities amounting to Rs.95.10 crore as on 31st March, 2017 (status quo pro as on date) as recoverable from KCTPL which KCTPL		



has disputed in the aforesaid arbitration proceedings. During the financial year ended 31st March, 2016, Bank recovered matured margin money kept with the bank along with interest for Rs 2.89 crore as against aforesaid dues, which KCTPL considers against the provisions of license/other agreements and has accordingly shown the same as recoverable from the bank.

KCTPL had invoked bank guarantee given by a machine supplier and realized Rs. 8.39 crore during the year ended 31.3.2013 which was reduced from the cost of Plant and Machinery. However, the supplier has contested the invocation of bank guarantee and the matter is pending before Arbitrator.

## (II) Commitments

### Dakshin Bharat Gateway Terminal Private Limited (DBGT)

- A As per the 'Article 9' of the concession agreement, annual license fees amounting to INR 178.47 Lakhs is payable in advance towards usage of port's assets (103,932.5 square meter as prescribed by the Port's prevailing scale of rates of INR 14.31 per square meter per month) for the period of 30 years. The license fees payable each year will vary depending on the Port's prevailing scale of rates.
- B The Company shall pay royalty per month equivalent to 55.19% of the Gross Revenue in accordance with the concession agreement.
- C Capital commitment and others:  
Estimated value of contracts in capital account remaining to be executed and not provided: Nil (31 March 2021: INR 216.00 Lakhs)

## 57. Related Party Transactions

Description of Relationship	Name of Party	Place of Incorporation
Subsidiary	Starport Logistics Limited	India
	Starlift Services Private Limited	India
	ABG Turnkey Private Limited	India
	India Ports & Logistics Private Limited	India
	Dakshin Bharat Gateway Terminal Private Limited	India
	Kandla Container Terminal Private Limited	India
	West Quay Multiport Private Limited <sup>1</sup>	India
Jointly Controlled Entities <sup>2</sup>	ALBA Asia Private Limited	India
	Haldia Bulk Terminals Private Limited	India
	Tuticorin Coal Terminal Private Limited	India
	Vizag Agriport Private Limited	India
Associate	South West Port Limited	India
KMP Exercises Significance Influence	Agbros Leasing and Finance Private Limited	India
	ABG Power Private Limited	India
	Indami Investment Private Limited	India
	Oblique Trading Private Limited	India
	Megalift Material Handling Private limited	India
	Tagus Engineering Private Limited	India
	Tusker Cranes Private Limited	India
Key Managerial personnel of holding company (KMP)	Mr. Saket Agarwal, Managing Director Mrs. Kumkum Kamlesh Agarwal, Director (Resigned on 14/03/2022) Mrs. Edwina Dsouza, Director (w.e.f.- 21/03/2022)	India



	Mr. Kunal Lahariya, CFO (w.e.f.- 08/02/2022)	
<b>Significant shareholder of a subsidiary company</b>	Bollore Africa Logistics SAS, France	Africa

<sup>1</sup> Section 2(87) companies Act, 2013, defines a "subsidiary company" or "subsidiary", in relation to any other company (that is to say the holding company), as a company in which the holding company:

(i) controls the composition of the Board of Directors; or

(ii) exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies:

"Total Share Capital", for the purposes of section 2(87), means aggregate of the:

(a) paid-up equity share capital and

(b) convertible preference share capital.

ALBA Asia Private Limited holds 99.915% of total share capital of West Quay Multiport Private Limited, Hence, **ALBA Asia Private Limited is holding company of West Quay Multiport Private Limited in term of Companies Act, 2013.**

The related party disclosures made in the financial statement are as per the requirement of Indian Accounting Standard (Ind-as) - 24 on 'Related Party Disclosures'.

2. These entities are Joint Ventures between Starport Logistics Limited, subsidiary of the Company and M/s Louis Dreyfus Armateurs SAS ('LDA'). LDA has made equity investments in these entities which are pending allotment. On allotment, these entities will cease to be joint ventures of the Company and become **subsidiaries of LDA.**

**(i) Significant Transactions with Related Parties**

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of transaction	Nature of relationship	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Services Received</b>			
Megalift Material Handling Private limited	KMP exercises significant influence	35.83	30.60
Indami Investments Private Limited	KMP exercises significant influence	105.55	100.63
<b>Consultancy and other charges paid</b>			
Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	51.47	49.73
<b>Salary &amp; Perquisites</b>			
Saket Agarwal	Key Managerial Personnel	47.04	41.58
Edwina Dsouza	Key Managerial Personnel	5.11	-
Kunal Lahariya	Key Managerial Personnel	6.17	-
<b>Expense incurred on behalf of other by us</b>			
ABG Power Private Limited	KMP exercises significant influence	3.52	-
Tagus Engineering Private Limited	KMP exercises significant influence	4.36	1.66



Agbros Leasing and Finance Private Limited	KMP exercises significant influence	0.26	2.58
Megalift Material Handling Private limited	KMP exercises significant influence	0.05	0.11
Highgate Terminals Private Limited	KMP exercises significant influence	0.68	-
Oblique Trading Private Limited	KMP exercises significant influence	0.56	6.87

**Loan & Advances Taken**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	6,500.00	-
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**Interest paid on loan taken**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	810.48	662.63
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**Loan & Advances Given**

Tusker Cranes Private Limited	KMP exercises significant influence	44.14	18.00
Highgate Terminals Pvt Ltd	KMP exercises significant influence	30.00	-
Tagus Engineering Private Limited	KMP exercises significant influence	-	1.66

**Loan & Advances Repaid**

Megalift Material Handling Private Limited	KMP exercises significant influence	95.05	-
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**Nature of transaction****Nature of relationship****Repairs & Maintenance and Rental expenses paid**

Megalift Material Handling Private Limited	KMP exercises significant influence	62.06	24.00
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**Reimbursement of Stand-by letter of credit guarantee (Finance costs)**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	177.97	209.57
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**Rent Paid**

Oblique Trading Private Limited	KMP exercises significant influence	-	39.38
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**Security Deposit Refunded back to the company/ Written off/ Adjusted**

Oblique Trading Private Limited (Adjusted)	KMP exercises significant influence	-	14.55
Tagus Engineering Private Limited (Repaid/written off)	KMP exercises significant influence	-	40.00



**Interest Income**

Agbros Leasing and Finance Private Limited	KMP exercises significant influence	53.21	-
Highgate Terminals Pvt Ltd	KMP exercises significant influence	0.84	-

**Insurance Expenses**

Indami Investments Private Limited	KMP exercises significant influence	4.80	-
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**Trade Payables**

Oblique Trading Private Limited	KMP exercises significant influence	22.97	-
Megalift Material Handling Private limited	KMP exercises significant influence	0.72	-

**(ii) Outstanding Balances**

Nature of balances	Nature of relationship		
<b>Trade Payables</b>			
Oblique Trading Private Limited	KMP exercises significant influence	-	22.97
ALBA Asia Private Limited	Jointly Controlled Entity	115.51	115.51
Megalift Material Handling Private limited	KMP exercises significant influence	-	0.72
Bollere Africa Logistics SAS, France	Significant shareholder of a subsidiary company	587.59	1,178.06
'Indami Investments Private Limited	KMP exercises significant influence	5.66	7.36
<b>Trade Receivables</b>			
ALBA Asia Private Limited	Jointly Controlled Entity	123.00	123.00
Tuticorin Coal Terminal Private Limited (for sale of asset)	Jointly Controlled Entity	15.00	15.00
<b>Security Deposits against Premises</b>			
ABG Power Private Limited <sup>a</sup>	KMP exercises significant influence	263.50	230.32
<b>Advances Given</b>			
ABG Power Private Limited <sup>a</sup>	KMP exercises significant influence	-	33.18
Tusker Cranes Private Limited	KMP exercises significant influence	1,521	1,477.17
Megalift Material Handling Private limited	KMP exercises significant influence	-	54.78
Indami Investments Private Limited	KMP exercises significant influence	-	2.50





Agbros Leasing & Finance Pvt Ltd	KMP exercises significant influence	347.89	300.00
Tagus Engineering Pvt Ltd	KMP exercises significant influence	-	11.00
Highgate Terminals Pvt Ltd	KMP exercises significant influence	30.76	-

**Loans/Advances & ICD Received**

Megalift Material Handling Private Limited	KMP exercises significant influence	-	95.00
Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	11,480.00	4,980.00

<sup>a</sup> The company has transferred advance of Rs. 33.18 lakhs to security deposit A/c during the F.Y. 2021-22.

**Outstanding Balances**

**Nature of balances**                      **Nature of relationship**

**Interest accrued but not due on loan**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	87.12	50.76
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**Other Payables**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	7.28	84.04
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**Security (SBLC) given to banks on behalf of DBGT**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	36,163.11	39,502.19
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**Corporate Guarantee issued by other on behalf of Company**

ALBA Asia Private Limited	Jointly Controlled Entity	15,150.00	15,150.00
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**Investments**

South West Port Limited	Associate Company	1,201.20	1,201.20
ALBA Asia Private Limited	Jointly Controlled Entity*	18,593.83	18,593.83
Tuticorin Coal Terminal Private Limited	Jointly Controlled Entity	0.26	0.26

**Other Current Assets - Other Receivables**

Bollore Africa Logistics SAS, France	Significant shareholder of a subsidiary company	22.60	-
Highgate Terminals Pvt Ltd	KMP exercises significant influence	3.95	-

\* These entities are Joint Ventures between Starport Logistics Limited, subsidiary of the Company and M/s Louis Dreyfus Armateurs SAS ('LDA'). LDA has made equity investments in these entities which are pending allotment. On allotment, these entities will cease to be joint ventures of the Company and become subsidiaries of LDA.



## 58. Ratio Analysis

Type of Ratios	Formula for computation of ratios are as follows:	FY 2022	FY 2021	Changes in %
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.24	0.26	(8.25)
Debt Equity Ratio*	$\frac{\text{Total Debt}}{\text{Total Shareholders' Equity}}$	Not Applicable	Not Applicable	Not Applicable
Debt Service Coverage Ratio	$\frac{\text{Earnings available for debt service}}{\text{Debt service}}$	0.31	0.69	(54.18)
Return on Equity Ratio**	$\frac{\text{Net Income}}{\text{Average Shareholders' Equity}}$	Not Applicable	Not Applicable	Not Applicable
Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories}}$	0.22	0.34	(36.49)
Trade Receivables Turnover Ratio	$\frac{\text{Net Credit Sales}}{\text{Average Accounts Receivable} = \frac{(\text{Debtors Opening Balance} + \text{Debtors Closing Balance})}{2}}$	4.46	3.50	27.57
Trade Payables Turnover Ratio	$\frac{\text{Net Credit Purchases}}{\text{Average Accounts Payable} = \frac{(\text{Creditors Opening Balance} + \text{Creditors Closing Balance})}{2}}$	1.16	8.11	(85.72)
Net Capital Turnover Ratio	$\frac{\text{Net Sales}}{\text{Average of Working Capital}}$	(0.55)	(0.57)	3.54
Net Profit Ratio	$\frac{\text{Net Profit After Tax}}{\text{Net Sales}}$	(27.81%)	(30.07%)	7.52
Return on Capital employed	$\frac{\text{Earnings before interest and taxes}}{\text{Capital Employed}}$	6.23%	3.85%	61.91
Return on Investment	$\frac{\text{Earning before interest and tax}}{\text{Average of total assets}}$	1.57%	1.38%	(13.30)

Explanation for change in the ratio by more than 25% as compared to the previous year.

- a) Debt to Equity Ratio is not applicable as equity is negative. \*
- b) Debt service coverage ratio is decreased mainly on account of higher loan repayment made during the year.
- c) Return on Equity Ratio is not applicable as average equity is negative. \*\*
- d) Inventory Turnover ratio is decreased due to decrease in sale of goods.
- e) Trade Receivables Turnover Ratio is 4.46 times of the total turnover in FY 2022 as compared to 3.50 times in FY 2021. The average recovery from Sundry Debtors is not better in FY 2022 as compared to FY 2021.
- f) Trade Payables Turnover Ratio decreased primarily due to delay payment to creditors.



- g) Net Capital Turnover Ratio increased due to reduction in losses through optimum utilization of resources.
- h) Return on Capital Employed ratio is improved during the year because of reduction in losses and interest cost.
- i) Return on investment ratio is improved during the year because of reduction in losses, interest cost and decrease in total assets and decrease in capital employed.

**59. Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary / associates / joint ventures**

Sr. N o.	Name of Company	Audit Status	(₹. in Lakhs)							
			Net assets as on 31st March 2022, i.e., total assets minus total liabilities		Share in Profit or Loss 31st March, 2022		Share in Other comprehensive income 31st March, 2022		Share in Total comprehensive income 31st March, 2022	
			As % of consolidated net assets	Amount ₹.	As % of consolidated Profit / (Loss)	Amount ₹.	As % of consolidated Other Comprehensive Income	Amount ₹.	As % of consolidated Total Comprehensive Income	Amount ₹.
	<b>Parent</b>									
1	Starlog Enterprises Limited	Audited	89.07%	(9,778.53)	53.79%	(2,671.43)	297.13%	(14.47)	54.03%	(2,685.90)
	<b>Subsidiaries</b>									
	<b>Indian</b>									
2	Starport Logistics Limited	Unaudited	(0.12) %	13.30	0.40%	(19.62)	-	-	0.39%	(19.62)
3	Starlift Services Private Limited	Audited	(25.76) %	2,828.35	(0.12) %	5.85	-	-	(0.12) %	5.85
4	Kandla Container Terminal Private Limited	Audited	0.09%	(10.37)	1.86%	(92.29)	-	-	1.86%	(92.29)
5	India Ports & Logistics Private Limited	Unaudited	45.58%	(5,003.55)	22.15 %	(1,099.77)	(0.02)	0.08	22.12%	(1,099.69)
6	ABG Turnkey Private Limited	Audited	(0.01) %	0.61	0.01%	(0.43)	-	-	0.01%	(0.43)
7	Dakshin Bharat Gateway Terminal Private Limited	Unaudited	25.09 %	(2,754.01)	21.92 %	(1,088.36)	(195.48) %	9.52	21.70 %	(1,078.84)
8	West Quay Multiport Private Limited	Unaudited	13.22 %	(1,451.52)	-	-	-	-	-	-
	<b>Foreign</b>									
9	ABG Project and Services Limited-UK*	-----	-	-	-	-	-	-	-	-



	Jointly Controlled Companies (Joint Venture)									
10	ALBA Asia Private Limited	Unaudited	(47.16) %	5,177.24	-	-	-	-	-	-
	ALBA Ennore Private Limited									
	ALBA Marine Private Limited									
	Haldia Bulk Terminals Private Limited									
	Tuticorin Coal Terminal Private Limited									
	Vizag Agriport Private Limited									
	<b>Consolidation Adjustments/ Eliminations</b>									
	Total		100.00 %	(10,978.53)	100.00 %	(4,966.05)	100.00 %	(4.87)	100.00 %	(4,970.92)
	Minority Interests in all Subsidiaries		(0.42) %	46.61	21.54 %	(1,069.70)	(96.50) %	4.70	21.42 %	(1,065.00)
	Equity attributable to owners		100.42 %	(11,025.14)	78.46 %	(3,896.35)	196.51 %	(9.57)	78.58 %	(3,905.92)
	*The Company has written off its investment in ABG Projects & Services Limited, UK, since the same has been voluntarily wound up.									



## 60 Effective Shareholding of the Group

Following subsidiary companies, associate and joint ventures have been considered in the preparation of consolidated financial statements:

Sr. No	Name of Company	Country of Incorporation	% voting right held by the Group		% Effective ownership by the Group	
			31st March 2022	31st March 2021	31st March 2022	31st March 2021
	<b>Subsidiaries:</b>					
1	Starport Logistics Limited	India	100%	100%	100%	100%
2	Starlift Services Private Limited	India	84.99%	84.99%	84.99%	84.99%
3	Kandla Container Terminal Private Limited	India	99.997%	99.997%	99.997%	99.997%
4	India Ports & Logistics Private Limited	India	51%	51%	51%	51%
5	ABG Turnkey Private Limited	India	100%	100%	100%	100%
6	Dakshin Bharat Gateway Terminal Private Limited	India	51%	51%	51%	51%
7	West Quay Multiport Private Limited <sup>@</sup>	India	51%	51%	75.50%	75.50%
8	ABG Project and Services Limited-UK*	UK				
	<b>Jointly Controlled Companies (Joint Venture)</b>					
9	ALBA Asia Private Limited	India	50%	50%	50%	50%
	<sup>@</sup> The Company's effective ownership over West Quay Multiport Private Limited is by virtue of 51% direct holding and 25.5% through its joint venture ALBA Asia Private Limited.					
	<sup>*</sup> The Company has written off its investment in ABG Projects & Services Limited, UK, since the same has been voluntarily wound up.					



- 61 The operation of Company was impacted by the Covid-19 pandemic and while the management believes that such impacts are short term in nature and doesn't anticipate any long-term impact on business prospect. The Company based on its assessment of the business/economic conditions and liquidity position for the next one year, expect to recover the carrying value of assets, and accordingly no material adjustment is considered necessary in the financial statement. It is clearly a dynamic and fast changing situation and the actual impact in the future may be different from those estimated as at the date of approval of these financial results.
- 62 The figures for the corresponding previous periods have been regrouped/reclassified wherever necessary, to make them comparable.

As per our report of even date

**For Gupta Rustagi & Co.**

ICAI F.R.N.: 128701W

Chartered Accountants

For and on behalf of the Board of Directors

**Starlog Enterprises Limited**

SD/-

**Niraj Gupta**

Partner

ICAI M.N.: 100808

UDIN # 22100808AJXRMV4010

SD/-

**Saket Agarwal**

Director

DIN: 00162608

SD/-

**Edwina Dsouza**

Director

DIN: 09532802

Place: Mumbai

Date: 30<sup>th</sup> May, 2022

SD/-

**Pranali Sulakhe**

Company Secretary

SD/-

**Kunal Lahariya**

Chief Financial Officer



