

STARLOG ENTERPRISES LIMITED

Annual Report 2018



CORPORATE INFORMATION

BOARD OF DIRECTORS

Kumkum Agarwal
Saket Agarwal
Ravishankar Gopalan
Ashutosh Chaturvedi

COMPANY SECRETARY

Aditi Shah

AUDITORS

M/s B. M. Chaturvedi & Co.
Chartered Accountants
32, Jolly Maker Chambers II,
Nariman Point,
Mumbai – 400021

REGISTERED OFFICE

141, Jolly Maker Chambers II,
14th Floor, Nariman Point,
Mumbai – 400021
Tel: +91 22 236 65 333
Fax: +91 22 2364 9236
Email: hq@starlog.in / cs@starlog.in
Website: <https://www.starlog.in>
CIN: L63010MH1983PLC031578

BANKERS

Axis Bank Limited
Bank of India
Bank of Baroda
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank
The Jammu & Kashmir Bank Limited
UCO Bank
YES Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited
Bharat Tin Works Building, 1st Floor,
Opp Vasant Oasis, Makwana Road,
Next to Keys Hotel, Marol,
Andheri (East), Mumbai 400 059
Tel: +91 022 – 62638200|Fax: 62638299
Website : www.bigshareonline.com
Email : investor@bigshareonline.com

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ANNUAL GENERAL MEETING

Date : Monday, 31st December, 2018

Time : 4.00 p.m.

Venue : Sangam Hall, Agarwal Bhawan,
100/C Marine Drive,
Next to Indian Oil Petrol Pump,
Mumbai 400 002.

Date of Book Closure: 24th December, 2018
to
31st December, 2018



STANDALONE FINANCIAL RESULTS FOR LAST 5 YEARS

(₹ In Crores)

Particulars	*2017-18	*2016-17	2015-16	2014-15	2013-14
Gross Receipts	28.66	63.55	90.29	77.43	76.34
Gross Profit/(Loss) before Interest and depreciation	(1.14)	25.44	52.44	32.63	37.68
Less: Interest	(21.15)	(29.26)	(29.53)	(31.50)	(30.18)
Less: Depreciation	(16.66)	(20.58)	(24.11)	(22.59)	(35.00)
Add: Any Extra-Ordinary/ Income	26.95	-	-	1.55	-
Profit/(Loss) Before Tax	(12.00)	24.40	(1.20)	(19.90)	(27.50)
Less: Provision for Taxation	-	-	-	-	-
Add/(Less): Reversal /(Provision) of Deferred Tax	-	(0.92)	(0.46)	6.21	9.20
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	-	-	-
Profit/(Loss) After Tax	(12.00)	(23.48)	(0.74)	(13.69)	(18.30)
Add: Profit/(Loss) brought forward from earlier Year	(9.05)	14.43	15.17	28.86	47.16
Net Profit/(Loss) available for appropriation	(21.05)	(9.05)	14.43	15.17	28.86
Interim Dividend on Equity Share (including Corporate Dividend Tax)	-	-	-	-	-
Proposed Dividend (including Corporate Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
Balance Carried to Balance Sheet	(21.00)	(9.00)	14.43	15.17	28.86
Gross Block	464.55	554.86	554.87	606.10	629.20
Net Worth	139.68	152.87	175.68	198.47	212.47
Debt: Equity	1.64:1	1.05:1	0.98:1	1.08:1	1.12:1
Cash Profit/(Loss)	4.66	(2.90)	23.37	8.90	16.70

* Figures are as per IND-AS



NOTICE

Notice is hereby given that Thirty Fourth Annual General Meeting (AGM) of the members of **Starlog Enterprises Limited** (Company) will be held on Monday, December 31, 2018 at 4.00 p.m. at Sangam Hall, Agarwal Bhawan, 100/C Marine Drive, Next to Indian Oil Petrol Pump, Mumbai 400 002, to transact the following business: ORDINARY BUSINESS

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 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, 2018 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mrs. Kumkum Agarwal (DIN: 00944021), who retires by rotation and being eligible, offers herself for re-appointment.

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

**Aditi Shah
Company Secretary**

Place: Mumbai
Date: December 8, 2018

Registered Office:
141, Jolly Maker Chambers II,
14th Floor, Nariman Point,
Mumbai – 400021
Tel: +91 22 2366 5333
Fax: +91 22 2364 9236
Email: hq@starlog.in
cs@starlog.in
CIN: L63010MH1983PLC031578

NOTES:

1. Pursuant to SS-2 issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue showing the prominent landmarks is given elsewhere in this notice.
2. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy should however, be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Proxy form is enclosed herewith. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/ authority as applicable.
4. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled, during the period beginning twenty-four hours before the time fixed for the commencement of the 34th Annual General Meeting and ending with the conclusion of the said Annual General Meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days of notice in writing of the intention so to inspect is given to the Company.
5. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Kumkum Agarwal, retires by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The Board of Directors of your Company recommends her re-appointment.

6. The Brief details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors proposed to be appointed/re-appointed at the AGM is annexed hereto.
7. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
8. Members/proxies should fill in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of Annual Report to the Meeting.
9. In case of joint holders attending the Meeting, only one such joint holder who is the first in the order of names will be entitled to vote.
10. Members who hold share(s) in electronic form are requested to write their DP Id and Client Id number and those who hold share(s) in physical form are requested to write their folio numbers in the attendance slip for attending the Meeting to facilitate their identification at the Meeting.
11. Members holding shares in the physical form are requested to advise any change of address immediately to the Company/ Registrar and Transfer Agents (RTA) viz., Bigshare Services Private Limited (hereinafter referred to as "RTA").
12. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th December, 2018 to Monday, 31st December, 2018 (both days inclusive) for the purpose of Annual General Meeting.
13. Non-resident Indian members are requested to inform RTA immediately on:
 - a. the change in the residential status on return to India for permanent settlement and
 - b. the particulars of the bank accounts maintained in India with complete name of bank, branch, account type, account number and address of the bank, if not furnished earlier.
14. For the proper conduct of the meeting and participation of the members, the members are requested to handover the enclosed attendance slip duly signed as per their specimen signature(s) registered with the Company for admission to the meeting hall.
15. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting, except Saturdays.
16. On 28th February, 2017, the Ministry of Corporate Affairs notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Further, as per provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016, including the statutory modification(s) or re-enactments thereof, for the time being in force ("IEPF Rules, 2016"), equity shares of the Company in respect of which dividend amounts have not been claimed/ encashed for the last seven consecutive years or more are required to be transferred by the Company to the IEPF Account of the Investor Education and Protection Fund Authority.

An amount of ₹ 3,06,610, being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2011 was transferred on April 12, 2018 to IEPF. No claim lies against the Company in respect thereof.

Due date for transferring unclaimed/unpaid dividends declared by the Company for the financial year 2011-12 (interim) to IEPF was December 13th, 2018. Further, the Company transferred 37,567 shares of 282 shareholders to IEPF on November 5, 2018.

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend from the Company
March 31, 2012 (Interim)	November 14, 2011	December 13, 2018

The members/claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim their shares or apply for refund by making an application to the IEPF Authority in

e-Form IEPF-5. Members are requested to claim all the unpaid/unclaimed dividend to avoid transfer of dividend or shares as the case may be to the IEPF Account and are requested to contact Bigshare Services Private Limited, the RTA of the Company for claiming the dividend. Members desirous of getting any information relating to accounts and operation of the Company are requested to send their queries at least 7 days in advance of the Meeting so that the information required may be made available at the Meeting.

17. The Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 and July 16, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank Account details of security holders and every market participant. The shareholders whose PAN and Bank account details are not available with the Company / RTA have been sent a letter at their last known address and subsequently two reminders as well. Members holding shares in physical form can submit their PAN to the Company / RTA, Bigshare Services Private Limited.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to Bigshare Services Private Limited (RTA), for consolidation into a single folio.
19. The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs and Mobile number with the Company or Depository Participant to receive documents like Notice, Annual Reports and alike correspondence through electronic mode, are requested to send their e-mail IDs and Mobile number either to the Company's id: cs@starlog.in or Registrars and Transfer Agent or their Restective Depository Participant.
20. As per SEBI notification dated June 8, 2018 regarding amendment to Regulation 40 of SEBI (LODR) Regulations, 2015, transfer of shares would be mandated in demat form only. Shareholders are advised to take note of the same.
21. Members are requested to:
 - a. consider dematerializing the equity shares held by them;
 - b. intimate the Company's Registrar and Share Transfer Agent/ their Depository Participant (DP) change, if any, in their registered address at an early date;
 - c. quote ledger folio numbers and/or DP Id and Client Id Number in all their correspondence;
 - d. inform the Registrar and Share Transfer Agent of the Company the particulars of Bank Account Number with the name of the Bank and its Branch;
 - e. direct all correspondence to the Registrar & Share Transfer Agent of the Company;
 - f. bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting; and
 - g. Exercise due diligence, to prevent fraudulent transactions and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long;
22. Electronic copy of the Notice of the Thirty Fourth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Thirty Fourth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

23. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance to regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote at the Thirty Fourth Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on December 28, 2018 (9:00 am) and ends on December 30, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 22nd, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email ids are registered with the Company/Depository Participants):
- (i) Open email and open pdf file viz; "Starlog e-voting.pdf" with your Client Id or Folio No. as user id. The said pdf file contains your password/PIN for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://evoting.nsdl.com/>
 - (iii) Click on Shareholder-Login
 - (iv) Put user id and password as initial password/PIN noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting. Active Voting cycles.
 - (vii) Select "EVEN" of Starlog Enterprises Limited.
 - (viii) Now you are ready for e-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate action and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successful" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (ie. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csritulparmar@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email ids are not registered with the Company/Depository Participants or requesting physical copy):

II. EVEN (E VOTING EVENT NUMBER) USER ID PASSWORD/PIN

- (i) Please follow all steps from SI. No (i) to SI. No (xii) above, to cast vote.
 - a) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM.
 - b) 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 downloads Section of www.evoting.nsdl.com
 - c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for securing future communication(s).
 - e) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 22nd, 2018.

- f) Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date ie. December 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or M/s Bigshare Services Private Limited, Tel: 022 262638200, email: investor@bigshareonline.com
- g) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- i) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- j) Mr. Ritul Parmar, Company Secretary in Whole Time Practice (Membership No. 31583) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k) The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The results declared along with the report of the Scrutinizer shall be placed on the on the Company's website www.starlog.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately communicated to BSE Limited.

24. The Annual Report is available on the website of the Company i.e. on www.starlog.in. for download purposes.

25. 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**

**Aditi Shah
Company Secretary**

Place: Mumbai
Date: December 8, 2018

Registered Office:
141, Jolly Maker Chambers II,
14th Floor, Nariman Point,
Mumbai – 400021
Tel: +91 22 2366 5333
Fax: +91 22 2364 9236
Email: hq@starlog.in
cs@starlog.in
CIN: L63010MH1983PLC031578

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

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

NAME OF DIRECTOR	MRS. KUMKUM AGARWAL
Date of Birth	02/05/1946
Date of appointment/re-appointment	29/09/2017
Qualification	HSC
Experience and Expertise in Specific Functional area	Mrs. Kumkum Agarwal is having experience in successfully managing day to day affairs in several Companies.
Directorships held in other companies	1. Agbros Glass Works (India) Private Limited 2. Agbros Leasing & Finance Private Limited 3. Indami Investments Private Limited 4. Highgate Terminals Private Limited 5. Megalift Material Handling Private Limited 6. Starlog Enterprises Limited 7. Starport Logistics Limited 8. Kandla Container Terminal Private Limited 9. Oblique Trading Private Limited
Committee positions held in other companies	Nil
No. of shares held in Starlog Enterprises Limited	Nil
Nature of Relationship	Mrs. Kumkum Agarwal is mother of Mr. Saket Agarwal