



CORPORATE INFORMATION

Board of Directors

Kumkum Agarwal
Saket Agarwal
Vivek Harinarain
A. S. Seshadri

Company Secretary

Sarita Khamwani

Auditors

M/s B. M. Chaturvedi & Co.
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 23665333
Fax: +91 22 23649236
Email: hq@starlog.in
cs@starlog.in
Website: <https://www.starlog.in>
CIN: L63010MH1983PLC031578

Bankers

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

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

CORPORATE OFFICE:

3B Shree Pant Bhuvan, 2nd Floor,
Mamasahab Varkar Bridge Mumbai-400007

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ANNUAL GENERAL MEETING

Date : Saturday, 14th December, 2019
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: 7th December, 2019 to
14th December, 2019



STANDALONE FINANCIAL RESULTS FOR LAST 5 YEARS

(₹ In Crores)

Particulars	*2018-19	2017-18	2016-17	2015-16	2014-15
Gross Receipts	29.43	28.66	63.55	90.29	77.43
Gross Profit before Interest and depreciation	9.17	(1.14)	25.44	52.44	32.63
Less: Interest	(22.94)	(21.15)	(29.26)	(29.53)	(31.50)
Less: Depreciation	(14.26)	(16.66)	(20.58)	(24.11)	(22.59)
Add: Any Extra ordinary (Loss)/ Income	-	26.95	-	-	1.55
Profit/(Loss) Before Tax	(28.03)	(12.00)	24.40	(1.20)	(19.90)
Less: Provision for Taxation	-	-	-	-	-
Add/(Less): Reversal /(Provision) of Deferred Tax	-	-	(0.92)	(0.46)	6.21
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	-	-	-
Profit/(Loss) After Tax	(28.03)	(12.00)	(23.48)	(0.74)	(13.69)
Add: Profit brought forward from earlier	-	-	-	-	-
Year	-	(9.05)	14.43	15.17	28.86
Net Profit available for appropriation	-	(21.05)	(9.05)	14.43	15.17
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
Gross Block	461.67	464.55	554.86	554.87	606.10
Net Worth	111.89	139.68	152.87	175.68	198.47
Debt: Equity	-	1.64:1	1.05:1	0.98:1	1.08:1
Cash Profit	-	4.66	(2.90)	23.37	8.90

* Figures are as per IND-AS





NOTICE

Notice is hereby given that Thirty Fifth Annual General Meeting (AGM) of the members of **Starlog Enterprises Limited** (Company) will be held on Saturday, December 14, 2019 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

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 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, 2019 together with the Report of Auditors thereon.
2. To appoint Mrs. Kumkum Agarwal (DIN: 00944021), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

Appointment of Shri. Vivek Harinarain (DIN 00870158), as an Independent Director of the Company, not liable to retire by rotation

“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”) , Shri. Vivek Harinarain (DIN 00870158), 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 Shri. Vivek Harinarain 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 30th September, 2019 upto 29th September, 2024.

4. To consider and if thought fit, to pass the following Resolution as a Special Resolution:

Appointment of Shri Seshadri (DIN 08449681), as an Independent Director of the Company, not liable to retire by rotation

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”) , Shri. Seshadri (DIN 08449681), 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 Shri. Seshadri 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 2024.

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

**Shilpa_Agarwal_
Company Secretary**

Place : Mumbai
Date : 14th November, 2019

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 35th 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 Saturday, 7th December, 2019 to Saturday, 14th December, 2019 (both days inclusive) for the purpose of Annual General Meeting.
13. As Beneficial Owners as at the end of business hours on 6th December, 2019 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form. As Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company upto Friday, 6th December, 2019.
14. 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.
15. 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.



16. 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.
17. Members are hereby informed that Company had declared Interim Dividend on 31 march 2011 and 31st March, 2012 and for which Company has already transferred the amount to IEPF on April 12,2018 and December 13th,2018 respectively and that there are no unclaimed/Unpaid amount lying in the Company hence no claim lies against the Company in respect thereof. Further the Company transferred 37,567 shares of 282 shareholders to IEPF on November 5,2018.

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.

18. 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.
19. 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.
20. 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 to their respective Depository Participant.
21. 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.
22. 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;

23. Electronic copy of the Notice of the Thirty Fifth 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 fifth 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.

24. 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 11th December, 2019 (9:00 am) and ends on 13th December, 2019 (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 9th December, 2019, 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 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 09, 2019. 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 i.e. December 09, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or jibu@bigshareonline.com or cs@starlog.in.

The facility for voting through remote e-voting / ballot paper / Poling 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csritulparmar@gmail.com to with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

Please note the following:

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.

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 as well as voting at the AGM through ballot paper.

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.



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 at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

25. The Annual Report is available on the website of the Company i.e. on www.starlog.in for download purposes.
26. 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**

**Shilpa_Agarwal_
Company Secretary**

Place : Mumbai
Date : 14th November, 2019

Registered Office:

141, Jolly Maker Chambers II,
14th Floor, Nariman Point,
Mumbai – 400021

Tel: +91 22 2366 5333

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Email: hq@starlog.in

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