



STARLOG ENTERPRISES LIMITED

Addendum to the Notice of Annual General Meeting of the Company for the Financial Year ended 31.03.2020

The shareholders of the Company are hereby informed that during finalization of the electronic copy of the Annual Report for the financial year ended 31.03.2020 (Herein after "Annual Report"), there was inadvertently a clerical mistake, in page no. 2 "Notice to Shareholders, Special Resolution no. 4" and the Annual report was mailed to the shareholders on January 29, 2021:

Agenda 4 as stated in the Notice of the 36th Annual General Meeting of the Company dated 20th February, 2021 shall now read as follows:-

- To consider and if thought fit, to pass the following Resolution as Special Resolution:

Re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director & Chief Executive Officer of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent and approval of the Members, be and is hereby accorded for re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director of the Company for a period of Five (5) years effective from September 13, 2020 till September 12, 2025, not liable to retire by rotation, on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement forming part of the Notice convening this AGM."

"RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, be and are hereby authorized to alter and vary the terms and conditions of re-appointment including revision in the remuneration of Mr. Saket Agarwal, from time to time, to the extent the Board of Directors may deem appropriate, during his tenure as the Managing Director & Chief Executive Officer of the Company, provided that such revision in remuneration does not exceed the limits approved by the Members and as prescribed under Section 197 read with Schedule V of the Act or any other statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Saket Agarwal the Managing Director & Chief Executive Officer, the remuneration as provided in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Mr. Agarwal be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act."

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

The shareholders are requested to read the above resolution as a part of the Notice of Annual General Meeting and the said resolution thus forms integral part of the Annual report 2019-2020.

The tenure for reappointment of Managing Director & Chief Executive Officer of the Company shall be replaced from 3 years (Three) to 5 years (Five) effective from September 13, 2020 till September 12, 2025 in Annual Report 2019-20 of the Company wherever applicable.

All other information in the Annual Report 2019-20 remains unchanged.

STARLOG ENTERPRISES LIMITED

Registered Office: 141, Jolly Maker Chambers II, 14th Floor, Nariman Point, Mumbai- 400 021, Maharashtra, India
Corporate Office: 2nd Floor, Flat No.3B, Shree Pant Bhuvan, Sandhurst Bridge, Mumbai - 400007, Maharashtra, India

Email: hq@abginfra.com | Tel +91 22 23665333 | Fax +91 22 23687015

CIN: L63010MH1983PLC031578



CORPORATE INFORMATION

Board of Directors

Kumkum Agarwal
Saket Agarwal
A.S. Seshadri
S Natarajan

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

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

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Attendance Slip and Proxy Form

Corporate Office

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

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

Union Bank of India

SBM Bank (India) 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

ANNUAL GENERAL MEETING

Date : Saturday, 20th February, 2021

Time : 04.00 PM.

Deemed Venue : 3B Shree Pant Bhuvan, 2nd Floor,
Mamasahab Varekar Bridge Mumbai-400007.

Date of Book Closure: 13th February, 2021 to
20th February, 2021

STANDALONE FINANCIAL RESULTS FOR LAST 5 YEARS

(₹ in Crores)

Particulars	*2019-20	*2018-19	2017-18	2016-17	2015-16
Gross Receipts	28.17	29.43	28.66	63.55	90.29
Gross Profit before Interest and depreciation	13.25	9.17	(1.14)	25.44	52.44
Less: Interest	(23.92)	(22.94)	(21.15)	(29.26)	(29.53)
Less: Depreciation	(13.75)	(14.26)	(16.66)	(20.58)	(24.11)
Add: Any Extra ordinary (Loss)/ Income	-	-	26.95	-	-
Profit/(Loss) Before Tax	(24.42)	(28.03)	(12.00)	24.40	(1.20)
Less: Provision for Taxation	-	-	-	-	-
Add/(Less): Reversal /(Provision) of Deferred Tax	-	-	-	(0.92)	(0.46)
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	-	-	-
Exceptional Items	(76.46)	-	-	-	-
Profit/(Loss) After Tax	(100.88)	(28.03)	(12.00)	(23.48)	(0.74)
Add: Profit brought forward from earlier Year	(49.08)	(21.05)	(9.05)	14.43	15.17
Net Profit available for appropriation	(149.96)	(49.08)	(21.05)	(9.05)	14.43
Interim Dividend on Equity Share (including Corporate Dividend Tax)	-	-	-	-	-
Proposed Dividend (including Corporate Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
Balance Carried to Balance Sheet	(100.88)	(28.03)	(21.00)	(9.00)	14.43
Gross Block	399.53	461.67	464.55	554.86	554.87
Net Worth	11.17	111.89	139.68	152.87	175.68
Debt: Equity	19.52:1	1.04:1	1.64:1	1.05:1	0.98:1
Cash Profit	(87.13)	(13.77)	4.66	(2.90)	23.37

* Figures are as per IND-AS

NOTICE

Notice is hereby given that Thirty Sixth (36th) Annual General Meeting ('AGM') of the members of Starlog Enterprises Limited ('Company') will be held on 20th February, 2021 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 2nd Floor, Flat No. 3B, Shree Pant Bhuvan, Sandhurst Bridge, 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, 2020 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, 2020 together with the Report of Auditors thereon.
2. To consider and confirm the appointment of M/s. Gupta Rustagi & Co as statutory auditors of the company:

"RESOLVED THAT consequent to the casual vacancy caused by resignation of M/s BDG & Associates (ICAI Firm Registration NO. 119739W) Chartered Accountants, the existing auditors of the Company, M/s. Gupta Rustagi & Co (ICAI Firm Registration NO. 128701W) Chartered Accountants, be and are hereby appointed as Auditors of the Company to fill the casual vacancy effective from 23rd December, 2020 and they shall hold the office until the conclusion of the next Annual general Meeting and they be remunerated by way of such fee as the Directors may determine."
3. To appoint Mrs. Kumkum Agarwal (DIN: 00944021), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

Re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director & Chief Executive Officer of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent and approval of the Members, be and is hereby accorded for re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director of the Company for a period of three (3) years effective from September 13, 2020 till September 12, 2023, not liable to retire by rotation, on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement forming part of the Notice convening this AGM.

RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, be and are hereby authorized to alter and vary the terms and conditions of re-appointment including revision in the remuneration of Mr. Saket Agarwal, from time to time, to the extent the Board of Directors may deem appropriate, during his tenure as the Managing Director & Chief Executive Officer of the Company, provided that such revision in remuneration does not exceed the limits approved by the Members and as prescribed under Section 197 read with Schedule V of the Act or any other statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Saket Agarwal the Managing Director & Chief Executive Officer, the remuneration as provided in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Mr. Agarwal be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

Appointment of Shri Subramanian Natarajan (DIN 06629184), 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 Subramanian Natarajan (DIN 06629184), 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 Subramanian Natarajan 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 2025.

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

**Pranali A Sulakhe
Company Secretary**

Place: Mumbai

Date: 29.01.2021

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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Special Business under Item No. 3 is set out above is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3 as Special Business, as they are unavoidable in nature. Further, disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') with respect to details of Directors who is proposed to be re-appointed under Item No. 3 is provided in **Annexure-1** to this Notice.
2. 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 36th AGM on 20th February, 2021 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 36th 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 20th February, 2021 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 36th 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 36th 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.
3. 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 36th 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 36th AGM. Accordingly, the proxy form is not annexed to the Notice to 36th AGM.
 4. Corporate Representation: Corporate shareholders/Institutional shareholders intending to send their authorised representative(s) to attend and vote at the 36th 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 alwyn.co@gmail.com with a copy to evoting@nsdl.co.in, from the registered email address.
 5. Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from 13th February, 2021 to 20th February, 2021 (both days inclusive).
 6. 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.
 7. Members' Record Updation: 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 12th February, 2021 will be considered by the Company.
 8. 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).
 9. Electronic Dissemination of Notice & Annual Report: Electronic copy of the Annual Report for FY2019-20 and Notice of 36th 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 FY2019-20 and Notice of 36th AGM will neither be posted nor made available through courier delivery. Members may also note that the Annual Report for FY2019-20 and Notice of 36th AGM of the Company are available on the Company's website, <https://www.starlog.in/>.

10. 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 / cs@starlog.in
11. Member Queries with Respect to Annual Report or Businesses as Stated in the Notice of 36th AGM:
 - (i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for FY2019-20 or have questions with regard to the financial statements and the matters to be placed at the 36th AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to hq@starlog.in at least 48 hours in advance before the start of meeting i.e. by 18th February, 2021 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 between 10th February, 2021 to 13th February, 2021. 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.

12. Route Map: Route map for the venue of the 36th AGM is not available since the meeting is being held through VC facility.
13. 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. Ritul Parmar (Membership No. 31583 and Certificate of Practice No. 14845) 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. 13th February, 2021.
 - 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 FY20 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 36th AGM through VC facility and who have not casted their vote on resolutions set out in the 36th 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 36th 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 casts 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.
14. 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.
15. 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.