

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
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
Email: 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

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 / cs@starlog.in with a copy to 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 / 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 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 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., 23rd 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:

| NAME OF DIRECTOR | MR. VISWANATHAN SHANKAR |
|--|--|
| 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 |