



Date: January 29, 2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street, Fort,
Mumbai - 400 001

Company Code: 520155

Subject: Intimation of Annual General Meeting to be held on 20th February, 2021.

Dear Sir/Madam,

This is to inform you that the 36th Annual General Meeting of the Company would be held on Saturday, 20th February, 2021 at 4.00 pm through video conference/other audio visual means in accordance with the Ministry of Corporate Affairs Circular No 20/2020 dated 5th May, 2020 and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. Notice of 36th AGM is attached with this letter.

Further, pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from 13th February, 2021 to 20th February, 2021 (both days inclusive) for the purpose of 36th AGM of the Company for the Financial Year March 31, 2020.

The Company has availed the remote e-voting facilities provided by National Securities Depository Limited. Accordingly the cut-off date for remote e-voting will be the 17th February, 2021 (9.00 AM) to 19th February, 2021 (5.00 PM.). There after e-voting module shall be disabled by NSDL.

This is for your information and records.

Yours faithfully,

For Starlog Enterprises Limited

Pranali A Sulakhe
Company Secretary
Encl.: As above



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

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.

16. 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**

**Pranali A Sulakhe
Company Secretary**

Place: Mumbai

Date: 29.01.2021

Registered Office:

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

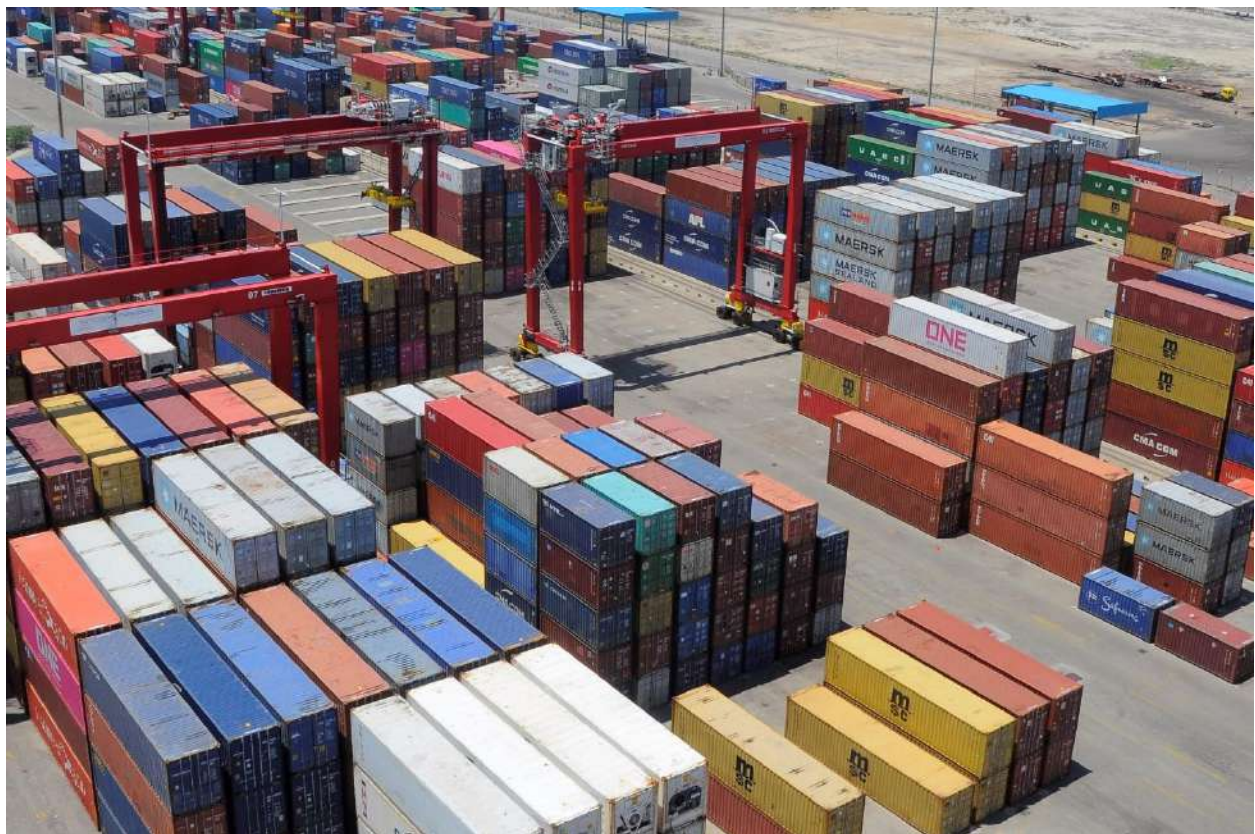
Tel: +91 22 2366 5333

Fax: +91 22 2364 9236

Email: hq@starlog.in

cs@starlog.in

CIN: L63010MH1983PLC031578



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 SIXTH ANNUAL GENERAL MEETING:

| NAME OF DIRECTOR | | MR. SAKET AGARWAL |
|--|--|---|
| Date of Birth | | 07/05/1964 |
| Date of appointment/re-appointment | | 20/02/2021 (AGM Date) |
| Qualification | | Graduate |
| Experience and Expertise in Specific Functional area | | He is the original promoter/ director of the Group. The Company has grown substantially in the last several years and the growth has been predominantly on account of the vision and management guidance and support of Mr. Saket Agarwal. He is the driving force behind Starlog Group Companies. He started his career in a shipping company in various capacities. He has rich experience in managing bulk carrier, construction / erection and charter hire of crane business |
| Directorships held in other companies | | <ol style="list-style-type: none"> 1. Tusker Cranes Private Limited 2. ABG Power Private Limited 3. Starlift Services Private Limited 4. Starport Logistics Limited 5. ABG Turnkey Private Limited 6. India Ports & Logistics Private Limited 7. Dakshin Bharat Gateway Terminal Private Limited |
| Committee positions held in other companies | | Nil |
| No. of shares held in Starlog Enterprises Limited | | 77,11,000 equity shares |
| Nature of Relationship | | Mr. Saket Agarwal is the son of Mrs. Kumkum Agarwal. |

| NAME OF DIRECTOR | | MRS. KUMKUM AGARWAL |
|--|--|--|
| Date of Birth | | 02/05/1946 |
| Date of appointment/re-appointment | | 20/02/2021 (AGM Date) |
| Qualification | | HSC |
| Experience and Expertise in Specific Functional area | | Mrs. Kumkum Agarwal is having experience in successfully managing day to day affairs of large number of Companies. |
| Directorships held in other companies | | <ol style="list-style-type: none"> 1. AGBROS Glass Works (India) Private Limited 2. AGBROS Leasing & Finance Private Limited 3. Sayuri Infrastructure Private Limited 4. Tagus Engineering Private Limited 5. Highgate Terminals Private Limited 6. Starport Logistics Limited 7. Kandla Container Terminal Private Limited 8. 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 |

| NAME OF DIRECTOR | | MR. SUBRAMANIAN NATARAJAN |
|--|--|--|
| Date of Birth | | 18/06/1958 |
| Date of appointment/re-appointment | | 20/02/2021 (AGM Date) |
| Qualification | | Graduate, A.I.C.W.A.I., D.M.T., C.S. (Inter). |
| Experience and Expertise in Specific Functional area | | Mr. Subramanian Natarajan is having experience in successfully managing day to day affairs of large number of Companies. |
| 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 | | Nil |

ANNEXURE 1 TO NOTICE

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

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

Item no 4: Re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director & Chief Executive Officer of the Company:

Mr. Saket Agarwal had been re-appointed as the Managing Director of the Company from September 13, 2017 for a period of three (3) years. His tenure as Managing Director, therefore, ends on September 12, 2020. It will be considered desirable to re-appoint Mr. Saket Agarwal as the Managing Director as well as Chief Executive Officer (“MD & CEO”) of the Company to look after the business of the Company on a day to day basis under the general superintendence of the Board of Directors of the Company.

Based on the recommendations of the Nomination & Remuneration Committee and Audit Committee, Mr. Saket Agarwal be appointed as Managing Director & Chief Executive Officer of the Company, subject to the approval of the members in ensuing Annual General Meeting, for further term of three (3) years with effect from September 13, 2020 to September 12, 2023.

The information as required under Schedule V of the Companies Act, 2013 and the details as required under SEBI Listing Regulations are stated as follows:

I. General Information of the Company

1. Nature of industry: The Company is engaged in the business of Charter Hire and Operation of Cranes.
2. Date or expected date of commencement of commercial production: The Company is into this business since 1983.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.
4. Financial performance based on given indicators: Refer to financials of the Company provided in the Annual Report.
5. Foreign investments or collaborations, if any – There are no direct foreign investments or collaborations in the Company. Foreign Investors deal in the equity shares of the Company listed on the stock exchanges through secondary market.

II. Information about the appointee:

1. Background details: Refer Annexure to this Notice
2. Job profile and his suitability: He is the original promoter/ director of the Group. The Company has grown substantially in the last several years and the growth has been predominantly on account of the vision and management guidance and support of Mr. Saket Agarwal. He is the driving force behind Starlog Group Companies. He started his career in a shipping company in various capacities. He has rich experience in managing bulk carrier, construction / erection and charter hire of crane business.
3. Remuneration proposed: Gross remuneration (excluding exempt perquisites) proposed to be paid to Mr. Saket Agarwal in the financial year in which there will be a loss or inadequacy of profits, shall be maximum of Rs. 60.00 lakhs per annum as stated in the Schedule V of the Companies Act, 2013.
 - a. Salary: There will be no increase in the salary of Managing Director & CEO. He will be entitled to a salary of Rs. 42,00,000/- per annum inclusive of Dearness Allowance.
 - b. Perquisites will be maximum of Rs. 6,00,000/- inclusive of the following:
 - i. The Managing Director shall be entitled to perquisites including free fully furnished accommodation, with gas, electricity, water, furnishings, medical reimbursement and Leave Travel Concessions for self and family, club fees, medical and personal accident insurance etc.
 - ii. The Managing Director shall be entitled to the Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund up to the tax exemption limit, benefits of Gratuity and Pension Scheme, Earned Leave and Encashment of Earned Leave at the end of the tenure, as per rules of the Company and these shall not be included in the computation of perquisites.
 - iii. Leave Travel Allowance for self and family as per rules of the Company.
 - iv. Medical & personnel accident insurance.
 - v. Leave as per Rules of the Company including encashment of unutilized leave at the end of the tenure.
 - vi. Subject to overall ceiling on remuneration, Mr. Saket Agarwal may be given other allowances and expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company

- c. Reimbursement of expenses: Reimbursement of expenses incurred for travelling, boarding and lodging including for his spouse and attendant(s) during the business trips; provision for car for the use on the Company's business; telephone and other communication facilities at residence and club membership including corporate membership fees for the duration of the Corporate Membership
- d. Commission: In addition to salary, perquisites and allowances as set out above, Mr. Saket Agarwal shall be entitled to receive commission on the net profits. The Commission payable to him will be determined by the Board and/or the Remuneration Committee of the Board for each financial year. The overall remuneration including, commission shall not exceed the ceiling pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013.
- e. Other Terms:
 - i. The Managing Director & CEO, so long as he functions as such, shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof from the date of his appointment.
 - ii. The Company has availed Corporate Membership of two clubs for which the Company has been depositing fees as per the rules of the Clubs. Considering the duties proposed to be performed by the Managing Director & CEO, the Managing Director & CEO has been nominated as the nominee of the Company for such club membership and such nomination shall not be withdrawn by the Company. Further, it is clarified that the said membership will not be included in the perquisites.
 - iii. In the event of loss or inadequacy of profits in any financial year, the Managing Director & CEO shall be paid remuneration by way of salary and perquisites as specified above.
4. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by Mr. Saket Agarwal, the above proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in related industry.
5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Saket Agarwal is a promoter of the Company and holds 64.44% of the total equity shares in the Company. Besides the present and proposed remuneration as Managing Director, he does not have any other pecuniary relationship with the Company. He is a relative of Mrs. Kumkum Agarwal, Director of the Company.

As required under the provisions of the Act, approval of the members is being sought for the payment of remuneration to Mr. Saket Agarwal, as the Managing Director & Chief Executive Officer of the Company.

Your Directors recommend resolution as Item No. 4 as Special Resolution for approval by the Members.

Except Mr. Saket Agarwal and Mrs. Kumkum Agarwal, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in passing of the said resolution.

Item no 5: Appointment of Shri Subramanian Natarajan (DIN 06629184)

Shri. Subramanian Natarajan, (62), is a Non-Executive Independent Director of the Company. He joined the Board of the Company in the year 2021 and serving as an Independent Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee from the year 2021. He has over 56 years of experience with Ministry of Shipping (GOI), Jawaharlal Nehru Port Trust Mumbai, VOC Port Tamilnadu, Sethusamudram Corporation Limited also worked on various projects like Sethusamudram Dredging project, Colachal (Enayam) Satellite Port Project etc. He was also appointed as Director on Board of SPV of NHAI 45 B- Truticorin to Tirunelveli and Sethusamudram Corporation Limited

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

| | |
|--|---|
| Name | Shri. Subramanian Natarajan, |
| DIN | 06629184 |
| Date of Birth | 10-06-1958 |
| Nationality | Indian |
| Date of Appointment | Appointed as an Independent Director as per Companies Act, 2013 on |
| Qualifications | M.Com., A.I.C.W.A.I., D.M.T., C.S.,(inter). |
| Expertise in specific functional areas | Mr. Subramanian Natarajan has various professional achievements like receiving best officer award towards the contribution in getting tax benefit of ₹ 67 Crores to the port. His study about foreign exchange fluctuation resulted in prepayment of YEN loan by obtaining rupee loan leading benefit of ₹. 14 Crore. Received best officer award towards contribution during the launching of the Sethusammudram Ship Channel Project. Conducting scrutiny in the proposal “Dredging in front of Coastal Berth” resulting in Net Economic Benefit to the port amounting to ₹. 37.21 Crores (received chairman appreciation for the same). Having experience as Estate Officer dealing with lease agreements of mega projects for V. O. Chidambaranar Port Trust”. His efforts resulted in the port to get the prestigious “ICWAI |

| | |
|--|---|
| | National Award for excellence in Cost Management during 2008, 2012, 2015. Successfully implemented ERP at V. O. Chidambaranar Port Trust. |
| List of Other Directorship | NIL |
| Chairmanship/Membership of Committees of other Boards | NIL |
| The Attendance of meeting of Board and Committees | During the year Shri. Subramanian Natarajan attended all the meeting of Board of Directors and Committees of Starlog Enterprises Limited. |
| Details of Remuneration (Sitting fees) | (₹ 5000 per meeting) |
| Details of proposed change in the remuneration | NIL |
| Company's Shares held (No. of shares) | NIL |
| Relationship with other Directors ,Manager and other KMP | NIL |

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the Appointment of Shri. . Subramanian Natarajan, (DIN 06629184) as Independent Director, for a term of five years from 20th February, 2021 up to 29th September, 2025, not liable to retire by rotation.. The Company has, in terms of Section 160 (1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

The Board based on the Recommendation of Nomination and Remuneration Committee considers that given his background and experience his expertise would be beneficial to the Company.

The Company has received a declaration from Shri. Subramanian Natarajan to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Shri. Subramanian Natarajan fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m. to 4:00 p.m. and will also be kept open at the venue of the AGM.

Except Shri. Subramanian Natarajan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in anyway, concerned or interested, in the Resolution set out at Item No. 05 ---- of this Notice.

**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

ANNEXURE-2 TO NOTICE

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.starlog.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

The remote e-voting period begins on 17th February, 2021 at 09:00 A.M. and ends on 19th February, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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 are given below :

Manner of holding shares i.e. Demat Your User ID is: (NSDL or CDSL) or Physical

- | | |
|--|---|
| 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 to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.

Details on Step 2 is given below:

How to 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 company for which you wish to cast your vote.
- 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 to csritulparmar@gmail.com 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (hq@starlog.in / cs@starlog.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (hq@starlog.in / cs@starlog.in).

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

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

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

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