

Notice of Annual General Meeting

NOTICE is hereby given that the 41st (Forty-First) Annual General Meeting (“**AGM**”) of the Members of **Starlog Enterprises Limited (“the Company”)** will be held on **Thursday, June 12, 2025 at 04:00 P.M. (IST)** through **Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditor thereon.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditor thereon.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

- 3. To appoint a Director in place of Mrs. Edwina Dsouza (DIN: 09532802), who retires by rotation and, being eligible, offers herself for re-appointment.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of applicable laws, the Articles of Association and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Edwina Dsouza (DIN: 09532802), Whole-time Director, who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company.”

- 4. To appoint M/s. Bhattacharya Das and Co, Chartered Accountants as the Statutory Auditors of the Company:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and approval of the Board of Directors, M/s. Bhattacharya Das and Co, Chartered Accountants, (Firm Registration No. 307077E) be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a term of five consecutive years, commencing from the conclusion of this 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting (to be held in the Financial Year 2030-31) at such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board, be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

SPECIAL BUSINESS

5. To appoint Mr. Ritul Parmar, Practising Company Secretary as the Secretarial Auditors of the Company:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, Mr. Ritul Parmar, Practising Company Secretary, Navi Mumbai (Membership No. F13125, CP No. 14845) (Peer Review Certificate No.: 2586/2022), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-2026 till financial year 2029-2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, if any, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board, be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

6. To appoint Mr. Raj Manek (DIN:10997941) as Whole-time Director and Chief Financial Officer of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if

any under the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Raj Manek (DIN: 10997941) who was appointed as an Additional Director (Whole-time Director) and Chief Financial Officer of the Company, with effect from March 13, 2025, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152, 196, 197, 203, and other applicable provisions, if any, read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee of the Board), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Raj Manek (DIN: 10997941) as an Whole-time Director of the Company, designated as Whole-Time Director & Chief Financial Officer, liable to retire by rotation, to hold office for a period of 3(three) years commencing from March 13, 2025 upto March 12, 2028 (both days are inclusive), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year

during the tenure of his appointment), with liberty to the Board to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board and Mr. Raj Manek, in accordance with the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. To revise the terms of remuneration of Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company:

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

“**RESOLVED THAT** in furtherance and partial modification to the resolution passed by the Board of Directors and the Members of the Company at their meeting held on February 21, 2025 and March 21, 2025 respectively for the approval of re-appointment Mr. Saket Agarwal as the Managing Director and Chief Executive Officer of the Company and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and applicable clauses of Memorandum and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the

Board of Directors, the consent of the Members be and is hereby accorded for the revision in the terms of remuneration of Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company, for a period of 3 (three) years commencing with effect from September 13, 2025 upto September 12, 2028 (both days inclusive), as per details as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), with liberty to the Board to alter and vary the said terms of remuneration in such manner as may be agreed to between the Board and Mr. Saket Agarwal;

RESOLVED FURTHER THAT that except for the revision in the terms of remuneration, all other terms and conditions of appointment, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

8. To approve the scheme of loan to Whole-Time Director:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as may be amended from time to time, consent of members of the company be and is hereby accorded to approve the scheme of loan for Mr. Raj Manek (DIN: 10997941), Whole-time Director and Chief Financial Officer of the Company, the details of the same as set out in the explanatory statement annexed to the Notice convening this Meeting;



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (“the Board”) be and is hereby authorized to finalize, sanction and disburse the loan to Mr. Raj Manek, and also to delegate all or any of the above powers to any of the Directors of the Company or any duly constituted Committee of the Board and to do all such acts, deeds and things that may be necessary and expedient for the purpose of giving effect to the foregoing resolution.”

By Order of the Board of Directors
Starlog Enterprises Limited

Sd/-

Saket Agarwal

Managing Director and Chief Executive Officer

DIN: 00162608

Date: May 12, 2025

Place: Mumbai

Registered Office:

501, Sukh Sagar, N.S Patkar Marg,

Mumbai – 400 007

CIN: L63010MH1983PLC031578

Website: www.starlog.in

Email: cs@starlog.in

Tel: +91 22 69071234

Notes:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (the SEBI Circulars) and in terms of the General Circular No. 10/2022 dated December 28, 2022 General Circular No. 11/2022 dated December 28, 2022 , General Circular No 09/ 2023 dated September 25 , 2023 and recent General Circular no 09/2024 dated September 19, 2024, the Ministry of Corporate Affairs has extended the time period for holding of general meeting or passing of Ordinary/ Special Resolution through Video Conferencing(VC) / other audio visual means (OAVM) till September 30, 2025.
2. Accordingly, the 41st Annual General Meeting (“AGM”) of the Company is being held through VC/ OAVM without the physical presence of members at a common venue. The deemed venue for AGM shall be the registered office of the Company, i.e. 501, Sukh Sagar, N.S. Patkar Marg, Mumbai- 400007.
3. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (‘Act’).
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Representatives of the Corporate Members (including Institutional Investors) are encouraged to attend and vote at the AGM through VC. In compliance with the provisions of Section 113 of the Act, Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF/JPG format) of the board resolution/ power of attorney/authority letter etc. to the Scrutiniser at cspalodpravesh@gmail.com with copy marked to evoting@nsdl.com to attend the AGM through VC/OAVM and to vote through remote electronic voting (‘e-voting’).
5. Since, the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.
6. Members will be provided with a facility of e-voting and for attending the AGM through VC/ OAVM by the National Securities Depository Limited (‘NSDL’) e-Voting system i.e. www.evoting.nsdl.com.
7. In accordance with the Circulars and SEBI Listing Regulations, the Annual Report 2024-25 including notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that Annual Report 2024-25 including notice of the AGM, are also available on the website of the Company, i.e., www.starlog.in on website of the stock exchange i.e. BSE Limited at www.bseindia.com and also on website of NSDL (i.e. www.evoting.nsdl.com). In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2024-25 and the Notice of the 41st AGM of the Company, they may send a request to the Company’s e-mail address at cs@starlog.in, mentioning their Folio No./DP ID and Client ID.
8. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(ThirdAmendment)Regulations, 2024, physical letters stating the web-link of the Annual Report, is also being sent to those shareholder(s) who have not registered their email Ids with the Company/ Depositories.
9. The explanatory statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice in respect of the Business Items No. 4 to 8, as set out in this notice along with the relevant information of directors seeking re-appointment (**Annexure 1**),

- as required under the Secretarial Standard – 2 and Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection in electronic form by the members during the AGM. All documents referred to in the notice will also be available for inspection in electronic by the members from the date of circulation of this notice up to the date of AGM on Thursday, June 12, 2025 during business hours. Members seeking to inspect the aforesaid documents may send their request in writing to the Company at cs@starlog.in mentioning their Folio No./DP ID and Client ID (BO ID).
 11. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited having registered office at E-2/3, Ansa Industrial Estate, Sakivihar Rd, Saki Naka, Andheri (East), Mumbai 400072.
 12. As per the provisions of Section 72 of the Act and the SEBI Circulars, the facility for making nomination is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.starlog.in. The Members are requested to submit the said details to their DPs in case the Equity Shares are held by them in dematerialised form and to the RTA of the Company quoting their folio number in case the Equity Shares are held by them in physical form.
 13. The Members holding Equity Shares of the Company in physical form are requested to furnish their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P_CIR/2021/655 dated November 03, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.starlog.in. Attention of the Members holding Equity Shares of the Company in physical form is invited to go through the same and submit the said Form ISR- 1, at the earliest.
 14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 15. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.
 16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 17. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
 18. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Email id of the Company: cs@starlog.in
 19. Information and other instructions relating to e-voting are as under:
 - a. 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 MCA Circulars as mentioned above the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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 AGM will be provided by NSDL.
- b. The Members can join the 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
 - c. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
 - d. The Board of Directors of the Company at their meeting held on May 12, 2025 has appointed Mr. Pravesh Palod (Membership No. A57964), proprietor of M/s. Pravesh Palod & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e., June 5, 2025.
 - f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., June 5, 2025 only shall be entitled to avail the facility of remote e-voting OR e-voting at the AGM.
 - g. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.starlog.in. The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.
 - h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., June 12, 2025.
 - i. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on **Monday, June 09, 2025 at 09:00 A.M. (IST)** and ends on **Wednesday, June 11, 2025 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, June 5, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, June 5, 2025.

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: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. 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.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 cspalodpravesh@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawale at evoting@nsdl.com

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 cs@starlog.in /hq@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) cs@starlog.in/hq@starlog.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting System**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 cs@starlog.in/hq@starlog.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4: To appoint M/s. Bhattacharya Das and Co, Chartered Accountants as the Statutory Auditors of the Company

The Member of the Company are informed that M/s. Gupta Rustagi & Co, will complete their term as the Statutory Auditors of the Company, at the conclusion of 41st Annual General Meeting (“AGM”) of the Company.

In view of the above, based on the recommendation of the Audit Committee, the Board of Directors of the Company (the “Board”), at its meeting held on May 12, 2025, approved the appointment of M/s. Bhattacharya Das and Co, Chartered Accountants (Firm Registration No. 307077E) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, i.e., from the conclusion of the 41st AGM till the conclusion of the 46th AGM of the Company, subject to approval of the Members at the ensuing 41st AGM, on payment of such remuneration as may be mutually agreed upon between the Board and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, the Company has received written consent from M/s. Bhattacharya Das and Co and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Bhattacharya Das and Co, has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

M/s. Bhattacharya Das and Co, Chartered Accountants (Firm Registration No. 307077E) is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI). The Firm provides a wide range of services which include Audit & Assurance, Taxation and Accounting Advisory. The Firm's Audit and Assurance team has significant experience in audit of various

industries. After evaluating the proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Bhattacharya Das and Co, have been recommended to be appointed as the Statutory Auditors of the Company.

The proposed remuneration to be paid to the Auditors for the FY 2025-26 is Rs. 11,00,000/- (Rupees Eleven Lakhs Only). The said remuneration excludes applicable taxes and out of pocket expenses.

Considering the increase in the volume of transactions and business activities, there is an increase in the remuneration proposed to be paid to M/s. Bhattacharya Das and Co, for the statutory audit to be conducted for the financial year ending March 31, 2026 vis-à-vis the remuneration paid to M/s. Gupta Rustagi & Co, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended March 31, 2025.

The Audit Committee and the Board is confident and satisfied about the recommendations of appointment of M/s. Bhattacharya Das and Co and upholding of the highest standards of audit quality and compliance. The Board of Directors recommends the resolution for approval of the Members of the Company as an Ordinary Resolution, as set out at Item No. 4 of the Notice of the AGM.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 4 as set out in this Notice.

Item No. 5: To appoint Mr. Ritul Parmar, Practising Company Secretary as the Secretarial Auditors of the Company

In compliance to the provision of Section 204 of the Companies Act 2013, read with the rules framed thereunder read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the

Company, on the recommendation of the Board of Directors, for a period of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint Mr. Ritul Parmar, Practising Company Secretary, Navi Mumbai (Membership No. F13125, CP No. 14845) (Peer Review Certificate No.: 2586/2022), to hold office as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26 to financial year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24(A) of the Listing Regulations, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor, from time to time.

Mr. Ritul Parmar, Practising Company Secretary, have experience of more than 13 years in the field of Corporate Laws & compliances and holds the 'Peer Review' certificate as issued by Institute of the Company Secretaries of India ('ICSI'). After evaluating the proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit quality reports, etc., Mr. Ritul Parmar, have been recommended to be appointed as the Secretarial Auditors of the Company.

The proposed remuneration to be paid to the Mr. Ritul Parmar, Practising Company Secretary for the FY 2025-26 is Rs. 35,000/- (Rupees Thirty Five Thousand Only). The said remuneration excludes applicable taxes and out of pocket expenses.

The Audit Committee and the Board is confident and satisfied about the recommendations of appointment of Mr. Ritul Parmar, Practising Company Secretary and upholding of the highest standards of audit quality and compliance. The Board of Directors recommends the resolution for approval of the Members of the Company as an Ordinary Resolution, as set out at Item No. 5 of the Notice of the AGM.

There is no material change in the remuneration payable to Mr. Ritul Parmar, Practising Company Secretary.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 5 as set out in this Notice.

Item No. 6: To appoint Mr. Raj Manek (DIN:10997941) as Whole-time Director and Chief Financial Officer of the Company

Pursuant to the provisions of Sections 152, 196, 197, 203 and schedule V of the Companies Act, 2013 read with relevant rules as may be amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof, for the time in being in force) and Article of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 12, 2025, have approved the appointment of Mr. Raj Manek (DIN:10997941) as an Additional Director (Whole-time Director) and Chief Financial Officer for a period of three years commencing from March 13, 2025 to March 12, 2028, who shall hold office upto the date of the forthcoming General Meeting or within a time period of three months from the date of appointment, whichever is earlier. He shall be liable to retire by rotation.

As per the Listing Regulations, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the appointment of Mr. Raj Manek as an Whole-time Director of the Company, designated as Whole-Time Director & Chief Financial Officer, would require the approval of members of the Company.

In this regard, the Company has received a notice under Section 160 of the Act from a Member, signifying his candidature as a Whole-time Director of the Company.

Mr. Raj Manek holds Degree of Bachelor's in Legislative Law (LLB) and Bachelor's in Commerce (B. Com). He has over 10 years of experience across accounting, auditing and tax compliance domain. He has worked with top-tier consulting firms managing a diverse portfolio of clients across sectors including but not limited to manufacturing, trading, hospitality, information technology and other service industries. He is significantly experienced in overseeing and managing the entire financial operations and compliance activities of organization.

Considering his knowledge and experience, the Board is of the opinion that it will be in the best interest of the Company and its stakeholders that Mr. Raj Manek be appointed as an Whole-time Director of the Company, designated as Whole-Time Director & Chief Financial Officer.

The information in respect of terms of appointment including remuneration is as follows:

Period of appointment: From March 13, 2025 to March 12, 2028 (both days inclusive)

Duties: Mr. Raj Manek as the Whole-time Director and Chief Financial Officer shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and as separately communicated to him. He will exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and its subsidiary.

Remuneration proposed: He will be entitled to a salary of Rs. 42,00,000/- per annum and perquisites, benefits (including retirement benefits), incentives, and other allowances, if any, as may be determined by the Board (including Committee(s)).

Subject to any statutory ceilings and the Company's Policy on remuneration, he shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine.

In the event of loss or inadequacy of profits in any financial year, he shall be paid remuneration by way of salary as specified above.

Mr. Raj Manek satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set

out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Raj Manek has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

In compliance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of appointment and remuneration of Mr. Raj Manek as specified above, are now placed before the Members for their approval.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of appointment of Mr. Raj Manek, Whole-time Director as specified under Section 190 of the Companies Act, 2013 and rules made thereunder.

Except for Mr. Raj Manek, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Item No. 7: To revise the terms of remuneration of Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company:

The Board of Directors ("the Board") and the Members of the Company at their meeting held on February 21, 2025 and March 21, 2025 respectively

had approved the re-appointment of Mr. Saket Agarwal as the Managing Director and Chief Executive Officer of the Company commencing with effect from September 13, 2025 upto September 12, 2028 (both days inclusive).

Mr. Saket Agarwal is the founder and driving force behind the Company. Under his leadership, the Company has experienced significant growth over the past several years, largely due to his vision, strategic guidance, and unwavering support the Company has become a debt free company. Mr. Saket's career began in the construction industry, where he held various roles. With extensive experience in construction and charter hire of crane businesses, he has been instrumental in shaping the Company's trajectory.

Considering his long association with the Company, his vast experience and invaluable contribution towards the growth of the Company, based on the recommendation of Nomination & Remuneration Committee and subject to the approval of Members of the Company, the Board at its meeting held on May 12, 2025, has approved the below revision in the terms of remuneration of Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company, for a period of 3 (three) years commencing with effect from September 13, 2025 upto September 12, 2028 (both days inclusive):

Particulars of the Remuneration:

Remuneration proposed:

- i. He will be entitled to a remuneration of Rs. 60,00,000/- p.a. w.e.f. September 13, 2025.
- ii. He shall also be entitled to the Company's contribution towards Provident Fund, 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. Medical & personal accident insurance.

Reimbursement of expenses:

He shall be entitled to reimbursement of expenses incurred in connection with official business, including travel, boarding, and lodging expenses for

himself, his spouse and attendant(s). Additionally, the Company shall provide a car for official use, telephone and other communication facilities at the residence, and club membership including corporate membership fees, for the duration of such membership.

Provision of Car:

He shall be entitled to a Company car, all the expenses for maintenance, fuel and running of the same including reimbursement of Salary paid to driver.

Other Terms:

- i. He 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 during his tenure.
- ii. The Company has availed Corporate Membership of one club for which the Company has been depositing the fees as per the rules of the Club. Considering the duties performed by him, he 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 the said membership will not be included in the perquisites. In recognition of his long-term service to the Company, he will be entitled to avail the benefits of the club membership even after his retirement.
- iii. Subject to any Statutory ceilings on remuneration, Mr. Saket Agarwal may be given such allowances and expenses including expenses incurred for business of the Company in accordance with the rules and policies of the Company.
- iv. 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.

As per the Section 197 read with other applicable provisions of the Companies Act, 2013 and Rules made thereto, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than

one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together. However, as per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in case of listed company, the annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity or where there is more than one such director, the aggregate annual remuneration to such directors shall not exceeds 5 per cent of the net profits of the listed Company unless it is approved by the shareholders of the Company through special resolution.

Currently, the Company has one promoter executive director i.e. Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company. Therefore, the consent of the Members is being sought to approve the remuneration paid/ payable to him during his respective tenure as Executive Director of the Company within the limit as mentioned in the Regulation 17(6)(e) of Listing Regulation.

Except for the revision in the terms of remuneration, all other terms and conditions of appointment, as approved earlier by the Members at the general meeting held on March 21, 2025, shall remain unchanged and continue to be effective.

The Explanatory Statement attached to the Resolution No. 2 passed by the Members of the Company at the General Meeting held on March 21, 2025 and further modified by the Explanatory Statement attached to Resolution No. 7 of this Notice may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Saket Agarwal (DIN: 00162608), Managing Director and Chief Executive Officer of the Company in terms of Section 190 of the Act.

The additional information as required by Schedule V to the Act had been provided in the explanatory statement to the Resolution No. 2 passed by the Members of the Company at the General Meeting held on March 21, 2025 and shall remain same, except to the extent being updated as per details mentioned below.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except for Mr. Saket Agarwal, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 8: To approve the scheme of loan to Whole-Time Director

In compliance to the provisions of Section 185 of the Companies Act, 2013 and rules made thereunder, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by,

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However, the following exemption or relaxations have been given in regard to the giving of any loan to a managing or whole-time director—

- (i) as a part of the conditions of service extended by the company to all its employees; or
- (ii) pursuant to any scheme approved by the members by a special resolution;

Accordingly, in compliance to the aforesaid provisions of the Companies Act, 2013, the Company introduces a policy of scheme of Loan to Mr. Raj Manek DIN: 10997941), Whole-time Director and Chief Financial Officer.

Objective of Scheme: To enable the Mr. Raj Manek DIN: 10997941), Whole-time Director and Chief Financial Officer to seek Loan assistance from the Company based on his request to meet the urgent requirement/liquidity to him under the provisions of the Companies Act 2013.

Amount of Loan: The Loan may be upto the limit of Rs. 9,00,000/-

Rate of Interest: The Company will not charge any administrative fees. However, The Company may or may not charge the interest as may be decided by the Management at the time of disbursement of loan.

Repayment Terms: Loan shall be repayable on demand.

The said scheme is subject to review by the management from time to time.

The Board of Directors recommends passing of the Special Resolution set out at Item No. 8.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 8 as set out in this Notice, except Mr. Raj Manek, Additional Director (Whole-Time Director) and Chief Financial Officer.

By Order of the Board of Directors
Starlog Enterprises Limited

Sd/-

Saket Agarwal

Managing Director and Chief Executive Officer

DIN: 00162608

Date: May 12, 2025

Place: Mumbai

Annexure I

A. Details pursuant to Regulation 36 of SEBI Listing Regulations 2015 and Secretarial Standard-2:

Particulars	Item No. 3	Item No. 6
Name of the Director	Mrs. Edwina Dsouza	Mr. Raj Manek
DIN	09532802	10997941
Date of Birth	28/05/1975	13/11/1993
Date of first appointment on the Board	March 21, 2022	March 13, 2025
Qualifications	B.COM and MBA	B.COM and LLB
Brief Resume, Experience and Expertise	Mrs. Edwina Dsouza holds a Bachelor's Degree in Commerce (B. Com) and a Master of Business Administration (MBA), with a total of 21 years of professional experience. Throughout her career, she has worked with various companies, serving in roles such as Assistant Manager. Her extensive experience has equipped her with strong skills in business management, operations, and team leadership.	Mr. Raj Manek holds Degree of Bachelor's in Legislative Law (LLB) and Bachelor's in Commerce (B. Com). He has over 10 years of experience across accounting, auditing and tax compliance domain. He has worked with top-tier consulting firms managing a diverse portfolio of clients across sectors including but not limited to manufacturing, trading, hospitality, information technology and other service industries. He is significantly experienced in overseeing and managing the entire financial operations and compliance activities of organization.
Number of Meetings of the Board attended during the year (FY 2024-25)	Please refer report on Corporate Governance.	Not Applicable
Details of remuneration last drawn (FY 2024-25) (Rs. in Lakhs)	Please refer report on Corporate Governance.	
Details of remuneration sought to be paid	As per existing approved terms of appointment.	Kindly refer Explanatory Statement of Item No. 6 of the AGM Notice.
List of Directorship held in all the Companies	<ol style="list-style-type: none"> Starlift Services Private Limited Starport Logistics Limited Kandla Container Terminal Private Limited 	None
List of Membership / Chairmanship of Committees of Board held in all the Companies	<ol style="list-style-type: none"> Starlog Enterprises Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee – Member Kandla Container Terminal Private Limited <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee – Member 	None

Particulars	Item No. 3	Item No. 6
Listed entities from which the person has resigned in the past 3 years	Nil	Nil
Shareholding in the Company including the shareholding as a beneficial owner	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None	None
Terms and conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Kindly refer Explanatory Statement of Item No. 6 of the AGM Notice.

Annexure II

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013:

I General Information																																							
1.	Nature of industry	The Company is engaged in the business of hiring of cranes and equipment.																																					
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	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Standalone (INR in Crores)</th> </tr> <tr> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Gross Receipts</td> <td>12.08</td> <td>17.08</td> <td>9.95</td> </tr> <tr> <td>Gross Profit before Interest and depreciation</td> <td>2.61</td> <td>7.81</td> <td>(2.24)</td> </tr> <tr> <td>Less: Interest</td> <td>(1.15)</td> <td>(5.51)</td> <td>(8.66)</td> </tr> <tr> <td>Profit/(Loss) Before Tax</td> <td>(1.81)</td> <td>(0.96)</td> <td>(15.34)</td> </tr> <tr> <td>Exceptional Item</td> <td>28.87</td> <td>0.00</td> <td>50.89</td> </tr> <tr> <td>Profit/(Loss) After Tax</td> <td>27.06</td> <td>(0.95)</td> <td>35.64</td> </tr> <tr> <td>Cash Profit</td> <td>1.47</td> <td>2.30</td> <td>31.20</td> </tr> </tbody> </table>			Particulars	Standalone (INR in Crores)			FY 2024-25	FY 2023-24	FY 2022-23	Gross Receipts	12.08	17.08	9.95	Gross Profit before Interest and depreciation	2.61	7.81	(2.24)	Less: Interest	(1.15)	(5.51)	(8.66)	Profit/(Loss) Before Tax	(1.81)	(0.96)	(15.34)	Exceptional Item	28.87	0.00	50.89	Profit/(Loss) After Tax	27.06	(0.95)	35.64	Cash Profit	1.47	2.30	31.20
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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 Other Information																																							
1.	Reasons of loss or inadequate profits	The Company has made substantial profits in FY 2024-25. Hence, the given disclosure is not applicable. However, the resolutions proposed are only enabling resolutions to pay minimum remuneration to the Managing Director and Whole-time Director in the unlikely event of Company not able to earn adequate profit or making no profits in future due to various external factors beyond the control of the Company.																																					
2.	Steps taken or proposed to be taken for improvement	Not Applicable																																					
3.	Expected increase in productivity and profits in measurable terms	Not Applicable																																					

III Information about Proposed Appointee

Sr. No.	Particulars	Mr. Saket Agarwal	Mr. Raj Manek
1.	Background details, Job profile and his suitability,	As set out in of explanatory statement of Item No. 7 of the AGM Notice.	Refer Annexure 1 of the AGM Notice.
2.	Past remuneration,	Please refer report on Corporate Governance.	
3.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to them, the Directors do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.	
4.	Recognition or awards	None	
5.	Remuneration proposed	As set out in of explanatory statement of Item No. 7 of this notice.	As set out in of explanatory statement of Item No. 6 of this notice.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by him, the proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in related industry.	