



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the (01/2024-25) Extra-Ordinary General Meeting (“EGM”) of the Members of **Starlog Enterprises Limited (“the Company”)** will be held on **Friday, March 21, 2025 at 04:00 P.M. (IST)** through **Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

SPECIAL BUSINESS:

1. Issuance of Equity Shares on Preferential basis:

To consider and if thought fit, to pass the following resolution with or without modification(s), as **Special Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”), and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Ministry of Corporate Affairs (“**MCA**”), the respective stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 30,00,000 (Thirty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 40/- (Rupees Forty only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) to the Proposed Allottee (being Non-Promoter), as per the particulars set out below, on preferential allotment basis in compliance with Chapter V of SEBI ICDR

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Regulations, and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Equity Shares proposed to be issued and allotted	Consideration Amount (in Rs.)	Name of the Ultimate Beneficial Owner
1.	Yellowstone Investments	Non-Promoter	30,00,000	15,00,00,000/-	Mr. Ravi Vasudeo Goenka
Total			30,00,000	15,00,00,000/-	

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI ICDR Regulations be and is hereby fixed as February 19, 2025 to consider the proposed preferential issue of Equity Shares.
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI ICDR Regulations,

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things

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as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such act(s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

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

To consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“**Act**”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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), Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and as approved by the Board of Directors (hereinafter referred to as the “**Board**” which term shall include any Committee of the Board), the approval of members of the Company be and is hereby accorded to re-appoint Mr. Saket Agarwal (DIN: 00162608) as the Managing Director & Chief Executive Officer of the Company for a period of 3 (three) years commencing from September 13, 2025 upto September 12, 2028 (both days 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 re-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. Saket Agarwal.

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.”

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3. Re-appointment of Mr. Seshadri (DIN: 08449681) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (**“Act”**) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable regulations of 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, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee of the Board), Mr. Seshadri (DIN: 08449681) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company for the second term of three years from September 26, 2024 upto September 25, 2027, not liable to retire by rotation, notwithstanding that Mr. Seshadri will attain the age of seventy five years during his second term as an Independent Director;

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company”

4. Re-appointment of Mrs. Edwina Dsouza (DIN: 09532802) as Whole Time Director of the Company:

To consider and if thought fit, to pass, the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (**“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), Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors (hereinafter referred to as the **“Board”** which term shall include any Committee of the Board), the approval of members of the Company be and is hereby accorded to re-appoint Mrs. Edwina Dsouza (DIN: 09532802) as Whole Time Director of the Company for a period of 3 (three) years commencing from March 22, 2025 upto March 21, 2028 (both days 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 her

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re-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 Mrs. Edwina Dsouza.

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.”

**By Order of the Board of Directors
Starlog Enterprises Limited**

Date: February 21, 2025

Place: Mumbai

**Saket Agarwal
Managing Director and CEO
DIN: 00162608**

Notes:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 10/2022 dated December 28, 2022, 11/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and Securities and Exchange Board of India (“SEBI”) vide its Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 (hereinafter collectively “the Circulars”), have permitted companies to conduct EGM through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’). Hence, the Extraordinary General Meeting (‘EGM’) of the Members of the Company is being convened and conducted through VC/ OAVM. The deemed venue for EGM shall be the Registered Office of the Company situated at 501, Sukh Sagar, N.S. Patkar Marg, Mumbai- 400007.
2. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (‘Act’).
3. Since this EGM 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 EGM. Representatives of the Corporate Members (including Institutional Investors) are encouraged to attend and vote at the EGM 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 csपालodpraves@gmail.com with copy marked to evoting@nsdl.com to attend the EGM through VC/OAVM and to vote through remote electronic voting (‘e-voting’).

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4. Since, the EGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.
5. Members will be provided with a facility of e-voting and for attending the EGM through VC/OAVM by the National Securities Depository Limited ('NSDL') e-Voting system i.e. www.evoting.nsdl.com.
6. In accordance with the Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that Notice of the EGM 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).
7. The explanatory statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice. As required under the Secretarial Standard – 2 and Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the relevant information of directors seeking re-appointment is attached as Annexure 1.
8. 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 EGM. 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 EGM on Friday, March 21, 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).
9. 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.
10. 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.
11. 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.

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12. 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 News Papers.
13. 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 EGM.
14. 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.
15. 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 EGM. 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 will be provided by NSDL.
 - b. The Members can join the EGM 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 through VC/OAVM will be made available to atleast 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 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 February 21, 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 EGM and remote e-voting process prior to EGM 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., March 14, 2025.

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- 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., March 14, 2025 only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- g. The Scrutinizer, after scrutinizing e-voting at the EGM 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., March 21, 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 **Tuesday, March 18, 2025 at 09:00 A.M. (IST)** and ends on **Thursday, March 20, 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. Friday, March 14, 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 Friday, March 14, 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </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

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	<p>www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none">2. 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.3. 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.4. 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.
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

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MSME : UDYAM–MH–18–0205650 | CIN: L63010MH1983PLC031578



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
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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 user 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’?

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- (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

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- of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspalodpraves@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 EGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the EGM 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.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1: Issuance of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on February 21, 2025 has given their consent subject to approval of Members by way of Special Resolution to issue 30,00,000 Equity Shares to the Proposed Allottee (Non-Promoter) on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations, 2018”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Act and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the ICDR Regulations, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares

Sr. No.	Name of the Proposed Allottees	Category	Maximum No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Yellowstone Investments	Non Promoters	30,00,000	Mr. Ravi Vasudeo Goenka
Total			30,00,000	

2. Objects of the preferential issue

The proposed issue of 30,00,000 Equity Shares to an Investor (being Non- Promoter) on Preferential allotment basis is being made against cash consideration for general corporate purposes, including but not limited to meeting working capital requirements, long term funding requirements and capital expenditure for the benefit of the future business of the Company.

3. Maximum number of specified securities to be issued and price of the securities

The resolution set out in the accompanying notice authorizes the Board to issue 30,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 50/- each (including premium of Rs. 40/- each) on preferential basis for Cash consideration.

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4. Pricing/ Basis on which the price of the Preferential Issue has been arrived at

A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares has been done by Suman Kumar Verma, IBBI Registered Valuer being an Independent Registered Valuer using accepted valuation practices vide Valuation Report dated February 20, 2025. Accordingly, the Fair Value of Equity Shares is Rs. 44.23/- each. The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company (www.starlog.in) and can be accessed through the following link: <https://www.starlog.in/html/PDF/Valuation%20Report.pdf>

B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

- a. Rs. 48.27/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- b. Rs. 49.66/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 49.66/- each.

C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares on Preferential basis is Rs. 49.66/- each (Face Value of Rs. 10/- each + Premium of Rs. 39.66/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares on Preferential basis shall be at a price of Rs. 50/- each (Face Value Rs. 10/- each + Premium Rs. 40/- each).

5. Relevant date with reference to which the price has been arrived at

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is February 19, 2025.

6. The class or classes of persons to whom the allotment is proposed to be made

The proposed preferential allotment of Equity Shares is made to Partnership Firm belonging to Non-Promoters category.

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7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer

None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in control if any in the company that would occur consequent to the preferential offer

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 30,00,000 Equity Shares	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	77,11,000	64.44	77,11,000	51.52
	Bodies corporate	-	0.00	-	0.00
	Sub-total	77,11,000	64.44	77,11,000	51.52
2	<u>Foreign Promoters</u>	-	0.00	-	0.00
	Sub-total (A)	77,11,000	64.44	77,11,000	51.52
B	Non-promoters' holding				
	<u>Institutional investors</u>	300	0.00	300	0.00
	<u>Non-institution</u>				
	Private corporate bodies, Partnership Firm & LLP	15,74,748	13.16	45,74,748	30.57
	Indian public & HUF	26,11,261	21.82	26,11,261	17.45
	Others (including IEPF, NRIs, Clearing members, Trusts, etc)	69,676	0.58	69,676	0.47
	Sub-total (B)	42,55,985	35.56	72,55,985	48.48
C	Non Promoter & Non Public	-	0.00	-	0.00
	GRAND TOTAL	1,19,66,985	100.00	1,49,66,985	100.00

* As on February 14, 2025

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11. Consequential Changes in the Voting Rights

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue of 30,00,000 Equity Shares	
		No of shares held	% of share holding		No of shares held	% of share holding
Non Promoters						
Yellowstone Investments	Mr. Ravi Vasudeo Goenka	0	-	30,00,000	30,00,000	20.04%
Total				30,00,000		

* As on February 14, 2025

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Yellowstone Investments	Non- Promoter	Non- Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price

During the period from April 01, 2024 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer

Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings

- The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

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17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. Name and the address of Valuer who performed valuation

The Valuation of Equity Shares has been done by Suman Kumar Verma, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/12376) having its office at D-9, Lane No. 5, Mahavir Enclave, Janakpuri- Dwarka Road, New Delhi- 110045.

19. Practicing Company Secretary' Certificate

A copy of the certificate from Mr. Pravesh Palod (Membership No. A57964), Proprietor of M/s. Pravesh Palod & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till March 21, 2025. This certificate is also placed on the website of the Company (www.starlog.in) and can be accessed through the following link: <https://www.starlog.in/html/PDF/ICDR%20Compliance%20Certificate.pdf>

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

Issue and allotment of 30,00,000 Equity Shares at a price of Rs. 50/- per share (Face Value of Rs. 10/- per share and Premium Rs. 40/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

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23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution

Issue of 30,00,000 Equity Shares of Face Value of Rs.10/- each at an issue price of Rs. 50/- each including premium of Rs. 40/- each on preferential basis for Cash consideration. Date of passing Board Resolution for aforesaid Preferential Issue is February 21, 2025.

24. Amount which the company intends to raise by way of such securities

The Company intends to raise Rs. 15,00,00,000/- by way of Preferential Issue of 30,00,000 Equity Shares.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities

Not Applicable

27. Interest of the Promoters/ Directors

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 2: Re-appointment of Mr. Saket Agarwal (DIN: 00162608) as the Managing Director and Chief Executive Officer of the Company:

The Members are informed that at the 36th Annual General Meeting of Company held on February 20, 2021, the members had approved reappointment of Mr. Saket Agarwal (DIN: 00162608), as Managing Director and Chief Executive Officer for a period of 5 (five) years i.e. from September 13, 2020 to September 12, 2025.

The present term of Mr. Saket Agarwal as Managing Director and Chief Executive Officer of the Company will expire on September 12, 2025 and is due for re-appointment.

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, the Board is of the opinion that the leadership and guidance of Mr. Saket Agarwal is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Saket Agarwal continues as Managing Director and Chief Executive Officer of the Company.

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Based on the recommendation of the Nomination and Remuneration Committee & the Audit Committee, the Board of Directors at its meeting held on February 21, 2025, have approved the re-appointment of Mr. Saket Agarwal, as the Managing Director and Chief Executive Officer of the Company for a further term of 3 years with effect from September 13, 2025 to September 12, 2028, subject to the approval of the Members. Further, he shall not be liable to retire by rotation.

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

Period of Re-appointment: From September 13, 2025 upto September 12, 2028 (both days inclusive)

Duties: Mr. Saket Agarwal as a Managing Director and Chief Executive 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:

- a. Salary: He will be entitled to a salary of Rs. 42,00,000/- per annum inclusive of Dearness Allowance.
- b. Perquisites shall 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 membership and 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 unveiled 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 during the business trips; provision of car with driver 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

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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 one club for which the Company has been depositing fees as per the rules of the Club. 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.

Mr. Saket Agarwal 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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Saket Agarwal has provided his consent for such reappointment 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 re-appointment and remuneration of Mr. Saket Agarwal as specified above, are now placed before the Members for their approval. The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of reappointment of Mr. Saket Agarwal, Managing Director as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

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.

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. 2: Re-appointment of Mr. Seshadri (DIN: 08449681) as an Independent Director of the Company:

In terms of provisions of Section 178 of the Companies Act, 2013, as amended ("Act"), the Nomination and Remuneration Committee of the Company ('NRC'), shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. Also, pursuant to the provisions of Section 149(10) of the Act, an

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Independent Director be eligible for re-appointment for second term on passing of a special resolution by the shareholder of the Company. Further, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect.

The Company has received notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Mr. Seshadri for the office of Director of the Company. The Company has received consent, declaration of independence and other statutory disclosures under the Act and Listing Regulations from Mr. Seshadri for his re-appointment as an Independent Director of the Company.

The detailed profile and specific expertise of Mr. Seshadri as required under Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

The NRC, after taking into account the performance evaluation of Mr. Seshadri during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution, has recommended to the Board his re-appointment for a second term of three years.

Accordingly, based on the recommendation of the NRC, the Board of Directors of the Company have approved the re-appointment of Mr. Seshadri as an Independent Director of the Company for the second term of three years from September 26, 2024 to September 25, 2027, subject to the approval of the Members of the Company, pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 149(13) of the Act.

Based on the disclosure received from Mr. Seshadri, he is not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other such authority and is not related to any other Director of the Company.

The approval of the Members is sought for re-appointment of Mr. Seshadri as an Independent Director of the Company for a second term of three years by way of Special Resolution as set out at Item No. 3 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

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

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Item No. 4: Re-appointment of Mrs. Edwina Dsouza (DIN: 09532802) as Whole Time Director of the Company:

The Members are informed that the shareholders at the Extra-Ordinary General Meeting of company held on April 25, 2022, had approved the appointment of Mrs. Edwina Dsouza (DIN: 09532802), as a Whole Time Director of the Company for a period of 3 (Three) years i.e. from March 21, 2022 to March 21, 2025.

The Board may note that the present term of Mrs. Edwina Dsouza as Whole-time Director of the Company will expire on March 21, 2025 and is due for re-appointment.

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. Considering her knowledge, experience and contribution in the Company, the Board is of the opinion that it will be in the best interest of the Company and its stakeholders that Mrs. Edwina Dsouza continues as Whole-time Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 21, 2025, have approved the re-appointment of Mrs. Edwina Dsouza, as the Whole-time Director of the Company for a further term of 3 years with effect from March 22, 2025 to March 21, 2028, subject to the approval of the Members. She shall be liable to retire by rotation.

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

Period of Re-appointment: From March 22, 2025 to March 21, 2028 (both days inclusive)

Duties: Mrs. Edwina Dsouza as the Whole-time Director shall devote her time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and as separately communicated to her. She will exercise such powers as may be assigned to her, 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:

Salary: She will be entitled to a salary of Rs. 7,87,493/- per annum and perquisites, benefits (including retirement benefits), incentives, and other allowances, if any, as may be determined by the Board (including Committee(s)). She shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine.

Mrs. Edwina Dsouza 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 her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mrs. Edwina Dsouza has provided her consent for such reappointment and has also confirmed that she 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.

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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 re-appointment and remuneration of Mrs. Edwina Dsouza as specified above, are now placed before the Members for their approval. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

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

Except for Mrs. Edwina Dsouza, 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.

**By Order of the Board of Directors
Starlog Enterprises Limited**

Date: February 21, 2025

Place: Mumbai

**Saket Agarwal
Managing Director and CEO
DIN: 00162608**

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Annexure I

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

Particulars	Item No. 2	Item No. 3	Item No. 4
Name of the Director	Mr. Saket Agarwal	Mr. Seshadri	Mrs. Edwina Dsouza
DIN	00162608	08449681	09532802
Date of Birth	07/05/1964	22/06/1952	28/05/1975
Date of Re-appointment	September 13, 2025	September 26, 2024	March 22, 2025
Qualifications	ISC (Class XII)	Diploma in Mechanical Engineering	B.COM and MBA
Brief Resume, Experience and Expertise	Mr. Saket 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.	Mr. Seshadri has extensive experience in effectively managing the day-to-day operations of numerous companies. He has received training from some of India's most prestigious institutions and has worked in various high-level roles, including serving as a manager for a government transport corporation and as a factory and estate manager for several companies.	Mrs. Edwina D'Souza 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.
Number of Meetings of the Board attended during the year (FY 2024-2025)	8 out of 8	8 out of 8	8 out of 8
List of Directorship held in all the Companies	1. Starlog Enterprises Limited 2. Starport Logistics Limited 3. Starlift Services Private	1. Starlog Enterprises Limited	1. Starlog Enterprises Limited 2. Starport Logistics Limited 3. Starlift Services Private

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	Limited 4. Swish Energy And Power Private Limited 5. Tusker Cranes Private Limited		Limited 4. Kandla Container Terminal Private Limited
List of Membership / Chairmanship of Committees of Board held in all the Companies	Starlog Enterprises Limited • Audit Committee - Member	None	1. Starlog Enterprises Limited • Stakeholders Relationship Committee – Member 2. Kandla Container Terminal Private Limited • Audit Committee – Member • Nomination and Remuneration Committee - Member
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil
Shareholding in the Company	77,11,000 Equity Shares of Rs. 10/- each (64.44%)	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	None	None
Terms and Conditions of appointment/re-appointment	As per the Nomination, Remuneration Committee Policy of the Company as displayed on the Company's website and as per the explanatory statement given in item no. 2 of this Notice.	As per the Nomination, Remuneration Committee Policy of the Company as displayed on the Company's website and as per the explanatory statement given in item no. 3 of this Notice.	As per the Nomination, Remuneration Committee Policy of the Company as displayed on the Company's website and as per the explanatory statement given in item no. 4 of this Notice.

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Details of remuneration last drawn (FY 2023-24) (Rs. in Lakhs)	47.04 (including perquisites)	0.45 (Siting Fees)	6.97
Details of remuneration sought to be paid	As mentioned in the explanatory statement given in item no. 2 of this Notice.	Sitting Fees	As mentioned in the explanatory statement given in item no. 4 of this Notice.
Justification for choosing the appointee for appointment as Independent Director	Not Applicable	As mentioned in the explanatory statement given in item no. 3 of this Notice.	Not Applicable

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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><tr><th colspan="4">Standalone (INR in Crores)</th></tr><tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th><th colspan="2">FY 2021-22</th></tr><tr><td>Gross Receipts</td><td>21.77</td><td>9.95</td><td colspan="2">21.25</td></tr><tr><td>Gross Profit before Interest and depreciation</td><td>7.03</td><td>(2.24)</td><td colspan="2">3.68</td></tr><tr><td>Less: Interest</td><td>(4.72)</td><td>(8.66)</td><td colspan="2">(24.39)</td></tr><tr><td>Profit/(Loss) Before Tax</td><td>(0.95)</td><td>(15.34)</td><td colspan="2">(29.50)</td></tr><tr><td>Exceptional Item</td><td>0.00</td><td>50.89</td><td colspan="2">2.79</td></tr><tr><td>Profit/(Loss) After Tax</td><td>(0.95)</td><td>35.64</td><td colspan="2">(26.71)</td></tr><tr><td>Cash Profit</td><td>2.31</td><td>31.20</td><td colspan="2">(18.06)</td></tr></table>		Standalone (INR in Crores)				Particulars	FY 2023-24	FY 2022-23	FY 2021-22		Gross Receipts	21.77	9.95	21.25		Gross Profit before Interest and depreciation	7.03	(2.24)	3.68		Less: Interest	(4.72)	(8.66)	(24.39)		Profit/(Loss) Before Tax	(0.95)	(15.34)	(29.50)		Exceptional Item	0.00	50.89	2.79		Profit/(Loss) After Tax	(0.95)	35.64	(26.71)		Cash Profit	2.31	31.20	(18.06)	
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Cash Profit	2.31	31.20	(18.06)																																													
	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 3 quarters of 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																																													

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III Information about Proposed Appointee				
	Sr. No.	Particulars	Mr. Saket Agarwal	Ms. Edwina Dsouza
	1.	Background details, Job profile and his suitability, Past remuneration, Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Please refer Annexure 1 of this Notice.	
	2.	Recognition or awards	None	
	3.	Remuneration proposed	As set out in of explanatory statement of Item No. 2 of this notice.	As set out in of explanatory statement of Item No. 4 of this notice.
	4.	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/her, the proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in related industry.	

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