

NOTICE OF 59TH ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of the Members of **STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED** will be held on **Tuesday, September 27, 2022 at 11:30 AM** at the registered office of the Company at 603, Shangrila Plaza, Plot No.14, Road No.2, Banjara Hills Hyderabad-500034 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and the Statutory Auditors thereon.**

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

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended March 31, 2022 including Balance sheet, Statement of Profit & Loss, Statement of changes in equity and the Cash Flow Statement for the financial year ended as on that date together with notes forming part of accounts as audited and reported by the auditors of the Company, along with the Report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted.

- 2. To appoint a Director in place of Mrs. Sangeeta Tibrewala (DIN: 01508371) who, retires by rotation and being eligible, offers herself for re-appointment.**

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

“**RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013, Ms. Sangeeta Tibrewala (DIN:01508371) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. Re-appointment of M/s K Y & Co., Chartered Accountant, as Statutory Auditors of the Company for a second term of 5 (five) consecutive years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) M/s K Y & Co. Chartered Accountants (Firm Registration No.016381S), be and is hereby re-appointed as the Statutory Auditors of the Company for a Second term of 5 (five) consecutive years to hold office from the conclusion of the 59th Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

SPECIAL BUSINESS

- 4. Approval of Related Party Transactions for the Financial year 2022-23**

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

“**RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as amended till date along with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, subject to such approval(s), consent(s) and / or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to conduct related party transactions in the ordinary course of business and at arm length pricing in order to implement the joint venture agreement dated March 28, 2013 (as extended and valid up to March 31, 2030) in regard to sharing of Rental income in consideration to manage the office premises owned

by Mr. Ram Gopal Patwari, Mr. Sanjay Patwari and Mr. Sandeep Patwari (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) on such terms and conditions as duly specified in the said Joint Venture Agreement:

S. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Transaction	Particulars of contracts or arrangements	Value (Rs. in Lakhs)
1	Mr. Ram Gopal Patwari	Managerial Personnel	Share of Rental Income and Security Deposit	Pursuant to Joint Venture Agreement dated March 28, 2013 (extended on June 3, 2022) for a further period of 9 years from April 1, 2022 to March 31, 2030	100
2	Mr. Sanjay Patwari	Key Managerial Personnel	Share of Rental Income and Security Deposit	Pursuant to Joint Venture agreement dated March 28, 2013 (extended on June 3, 2022) for a further period of 9 years from April 1, 2022 to March 31, 2030	100
3	Mr. Sandeep Patwari	Share Holder	Share of Rental Income and Security Deposit	Pursuant to Joint Venture agreement dated March 28, 2013 (extended on June 3, , 2022) for a further period of 9 years from April 1, 2022 to March 31, 2030	100
4	Mr. Vedant Patwari	Share Holder	Share of Rental Income and Security Deposit	Pursuant to Joint Venture Agreement dated March 28, 2013 (extended on June 3, 2022) for a further period of 9 years from April 1, 2022 to March 31, 2030	10

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the lease terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities if so required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

5. Approval of Related Party Transactions with Mrs. Chanda Patwari for the financial year 2022-23

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

“**RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as amended till date along with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, subject to such approval(s), consent(s) and / or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to conduct related party transactions in the ordinary course of business and at arm length pricing pursuant to the lease agreement dated April 23, 2019 for payment of lease rent for the Registered Office of the Company (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) on such terms and conditions, as specified in the said lease agreement within the limits mentioned below:

S. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Transaction	Particulars of contracts or arrangements	Value (Rs. in Lakhs)
1	Mrs. Chanda Patwari	Share Holder	Rental payment	Lease agreement dated April 23, 2019, for a period of 36 months from 01-04-2019 entitled to receive rental income in respect of the Company's registered Office	8.91

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to implement terms and conditions set out in the said Lease Agreement; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Audit Committee in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

6. Approval for Related Party Transactions with Starlite Spintech Limited for the Financial Year 2022-23

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

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) and 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement (s)/ transaction (s) with Starlite Spintech Limited, a related party within the meaning of Section 2(76) of companies Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of Land/ property on such terms, conditions and price, as may be mutually negotiated between the Board of Directors of the Company and Starlite Spintech Limited, provided that the said contract(s) / arrangement (s) / transaction(s) so carried out shall be at arm's length pricing and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to the transfer/sale of property and to make applications to the regulatory and governmental authorities for the purpose of obtaining all the approval and sanctions as required to be obtained by the Company in this regards in compliance to any Statutory requirements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the power conferred on it by or under this resolution to any committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to settle any difficulties or doubts that may arise in regard to such sale and transfer of the land as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the Company.”

7. Approval of Related Party Transactions with certain identified related parties of the Company for the financial year 2022-23

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

“RESOLVED THAT pursuant to the provision of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as amended till date along with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, the members of the Company do hereby confirm, ratify and approve the related parties transactions as detailed below entered/ to be entered by the Company for the financial year 2022-23 and authorize the audit committee and the Board of Directors of the Company to enter into arrangements/ transactions with the following entities and finalize all such terms and conditions as it deem fit, within the limits mentioned below entered during the ordinary course of business and at arm length pricing.

S. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Transaction	Particulars of contracts or arrangements	Value (Rs. in Lakhs)
1	Ms. Vedika Patwari	Shareholder	Amounts received on running a/c	Ad Hoc (Non-interest bearing)	10
2	M/s. Starlite Global Enterprises FZE	Subsidiary Company	Interest Income	01-04-2022 to 31-03-2023	10
3	M/s. Starlite Fashions Private Limited	Subsidiary Company	Interest Payout	01-04-2022 to 31-03-2023	90
4	M/s Starlite Spintech Limited	Associate Company	Amounts received on running a/c (interest bearing)	01-04-2022 to 31-03-2023	100 (Interest)

RESOLVED FURTHER THAT Board of be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto”.

RESOLVED FURTHER THAT all actions taken by the Board or Audit Committee in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

	By Order of the Board
	For Starlite Global Enterprises (India) Limited
	Megha Bisht
	Company Secretary & Compliance Officer
Place: Hyderabad	ACS No. 47797
Date: 08-08-2022	

Notes:

1. Keeping in view the outbreak of COVID-19 pandemic, the Annual General Meeting of the Members of the Company will be held at the registered office of the Company following the Guidelines as prescribed by the World Health Organization maintaining social distancing norms and the venue being thoroughly sanitized. The members are requested to wear mask all the time and also avoid any kind of physical contact among the members present at the meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.
3. Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Stamps should be affixed on the Proxy Form. Forms which are not stamped are Liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A proxy form is attached herewith.
4. **Members who are holding shares in physical form or who have not registered updated their email address with the Company are requested to register / update the same by sending signed request letter mentioning your name, email id, folio number, number of shares held, certificate number, distinctive number and complete address along with self-attested copy of PAN card to the Company at info@starliteglobal.in or Company Registrar i.e. CIL securities at rt@cilsecurities.com. The Member whose email addresses are not registered with the Company can also request for receiving the Notice and Annual Report for casting their vote through remote e-voting and also for e-voting details who desirous to vote may contact at info@starliteglobal.in**
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. Non-Individual Member (i.e Institutional/ Corporate Members) intending to participate through their Authorized Representative(s) are requested to send a scanned copy of a duly certified Board Resolution authorizing their representative(s) to participate and vote on their behalf at the AGM, pursuant to Section 113 of the Companies Act, 2013 and the Scrutinizer at Akhil@amalaws.com with a copy marked to info@starliteglobal.in
7. In case of joint holder participating at the AGM together only such joint holder whose name appears higher in the order of names will be entitled to vote.
8. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard -2 on General meetings issued by the Institute of Company Secretaries of India, Stating all the material facts and reasons for special businesses set out in the Notice is annexed hereto.
9. Information required pursuant to Regulation 36(3) of the SEBI (LODR) Reg., 2015 read with the applicable provisions of Secretarial Standard-2 on General meeting, in respect of the Directors seeking appointment/ re-appointment or variation in terms of remuneration is provided as part of this Notice. The Company has received the requisite consents/ declaration for the re-appointment under the Act, and the rules made thereunder.
10. Members are request to bring their copies of the Annual Report to the meeting. The Member/ Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Registrar of contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection by the Members in accordance with the applicable statutory requirements based on the request received by the Company at info@starliteglobal.in
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form

and to the Company's Registrars and Transfer Agents, M/s. CIL Securities Limited in case the shares are held by them in physical form.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to M/s. CIL Securities Limited.

13. Members holding shares in physical form are requested to notify/ send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent ("RTA") at
CIL Securities Limited
Raghav Ratna Towers,
214 Chirag Ali Lane Abids
Hyderabad-500001
Email: ta@cilsecurities.com
Telephone No:040-6901 1111

Members may also address all other Correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, in terms of the Circular issued by the Securities and Exchange Board of India has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in Demat mode. The request for effecting transfer/ transmission/ transposition of securities shall not be processed unless the securities are held in dematerialized mode. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company or Company's Registrars and Transfer Agents, M/s CIL Securities Limited for assistance in this regard.
15. All relevant documents referred to in the accompanying Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection upto the date of AGM of the Company and will also be available for inspection by the Members during AGM. Members seeking to inspect such documents can send an email to info@starliteglobal.in
16. The Notice of the 59th Annual General Meeting and Annual Report of the Company for the year ended March 31, 2022 is uploaded on the Company's website <http://www.starliteglobal.in/investors/> and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. Metropolitan Stock Exchange Board of India Limited (MSE) www.msei.in. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.
17. Electronic copy of the Annual Report for 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
18. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and Bank account details of all their shareholders holding shares in physical form. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <http://www.starliteglobal.in/investors/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number.

20. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s CIL Securities Limited in case the shares are held in physical form. In case the shares are held in dematerialized form, the nomination form needs to be forwarded to Depository Participant (DP).
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s CIL Securities Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
23. Pursuant to the 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 the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e September 20, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
24. Members are requested to note that, dividends, if any, if not en-cashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
25. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <http://www.starliteglobal.in/investors/> and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at www.msei.in, respectively, and on the website www.evotingindia.com
26. Members who wish to inspect the relevant documents referred to in the Notice can send an email to info@starliteglobal.in upto the date of the Annual General Meeting.
27. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
28. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
29. The Board of Directors has appointed Mr. Akhil Mittal (Membership No. ACS 38717 and CoP No.21095) of M/s. Akhil Mittal & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
30. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company

<http://www.starliteglobal.in/investors/> on the website of CDSL. The results shall simultaneously be communicated to Metropolitan Stock Exchange of India (MSEI).

31. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@starliteglobal.in a copy marked to helpdesk.evoting@cdslindia.com.
32. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of Annual General Meeting; the Company has also enclosed a ballot form with the Annual Report for the financial year 2021-22.
33. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting/ ballot form shall be able to vote at the Meeting through polling paper.
34. A member can opt for only single mode of voting i.e., either through e-voting or by Ballot Form. If a Member casts votes by both modes, e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting/ballot form may also attend the meeting but shall not be entitled to cast their vote again.
35. The Voting rights of the members shall be in proportion to the paid-up value of their shares in the Equity Capital of the Company as on cut-off date (i.e., for e-voting) **September 20, 2022**.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on **September 23, 2022 from 9:00 A.M** and ends on **September 26, 2022 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (for e-voting) of **September 20, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI Circular no. [SEBI/HO/CFD/CMD/CIR/P/2020/242](#) date **December 9, 2020** on e-voting facility provided by Listed Companies, Individual Shareholder 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.

The details of the process and manner for remote e-voting for individual shareholders holding securities in DEMAT mode with CDSL/NSDL is given below:

Types of Shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> 1. 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

	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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in DEMAT Mode With NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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/IdeasDirectReq.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 the abovementioned website.

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

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43
Individual Shareholder 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.co.in or call at toll free no 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-voting for **physical shareholders and shareholder other than individual holding in DEMAT Form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders / Members" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) After entering, the User ID, enter the characters displayed or image verification as displayed and Click on Login.
 - 5) If you are holding share in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

- (v) After entering these details appropriately, click on "**SUBMIT**" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional facility for Non – Individual Shareholders and Custodians- For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@starliteglobal.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID / MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES

- a. For Physical shareholders- please provide necessary details like 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 **Company / RTA email id**.
- b. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participants (DP)
- c. For Individual Demat Shareholders- Please update your email id & mobile no. with your respective Depository Participants (DP) which is mandatory while e-voting through depository.

Instructions to Members for e-voting on the day of the AGM are as under:-

- a. There will be one vote for every Client ID/ folio number irrespective of the number of joint holders.
- b. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- c. Only those Members, who participate in the AGM 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 available during the AGM.
- d. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- e. Shareholders 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.

General Guidelines for Members

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.evotingindia.com to reset the password.

If you have any queries or technical issues related to login through their respective Depositories, i.e NDSL and CDSL, as follow:

- CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- NSDL e-voting System, you can write an email to evoting@nsdl.co.in or contact at 022-2305 8738 or 022-2305 8542/ 43

The voting rights of Members shall be proportionate to their share of the paid-up capital of the Company as on the cut-off date (for e-voting) i.e **Tuesday, September 20, 2022**. Any person becoming a Member of the Company after the dispatch of the Notice convening the AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rt@cilsecurities.com

Voting Result

- a) The Board of Directors of the Company has appointed Mr Akhil Mittal of M/s Akhil Mittal & Associates, Practising Company Secretaries, Hyderabad as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and shall make consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or Managing Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- c) The results will be announced within the time stipulated under the applicable laws. Once declared the results along with the consolidated Scrutinizer report shall be placed on the Company's website <http://www.starliteglobal.in/investors/> and on the website of CDSL www.evotingindia.com. The Company shall also send the results to the MSEI Limited, Depositories and the Registrar and Share Transfer Agent.
- d) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e Tuesday, September 27, 2022.

	By Order of the Board
	For Starlite Global Enterprises (India) Limited
	Megha Bisht
	Company Secretary & Compliance Officer
Place: Hyderabad	ACS No. 47797
Date: 08-08-2022	

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Business set out in the Notice convening the 59th Annual General Meeting of the Company to be held on September 27, 2022.

Item No. 2**Sangeeta Tibrewala**

As regards re-appointment of Mrs. Sangeeta Tibrewala referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the Shareholders:

Information about the appointee:

Mrs. Sangeeta Tibrewala (born on November 19, 1966) is a non-executive women Director on the Board of Starlite Global Enterprises (India) Limited. She is Chartered Accountant and has 15+ years of diversified work experience in the various fields like finance, accounts, taxation etc.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mrs. Sangeeta Tibrewala
Date of Birth	19-11-1966 (56 years)
DIN	01508371
Date of Appointment	15-11-2003
Expertise in specific Functional Area	Mrs Sangeeta Tibrewala, is a Non-Executive Women Director of the Company. She is a qualified Chartered Accountant. She has 15+ years of work experience in the field of Finance, Accounts and Taxation.
Qualifications	Chartered Accountant
Remuneration last drawn during the financial year 2021-22	Not Applicable
Terms and conditions of appointment or reappointment	Liable to Retire by Rotation
Directorships held in other listed companies	Nil
Chairmanship of Committees in other listed Companies	Nil
Number of shares held in the Company	74,662
Disclosure of relationships between directors interest	Relative of Promoter and Directors of the Company

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

None of Directors or Key Managerial Personnel except Mr. Ram Gopal Patwari, Director; Mr. Sanjay Patwari, Managing Director and Mrs. Sangeeta Tibrewala herself is concerned or interested, financially or otherwise

The Board recommends the resolution set out at Item No. 2 as an **Ordinary Resolution** to Shareholders for their approval.

Item no. 3**M/s K Y & Co.**

As regards re-appointment of M/s K Y & Co. (Firm Registration No. 016381S) referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the Shareholders:

Information about the firm:

M/s K Y & Co. Chartered Accountants, (Firm Registration No. 016381S) is a firm having 2 partners; 6 other Qualified Chartered Accountants and a team of 29 members including 7 interns.

INFORMATION PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Auditor	M/s K Y & Co. (Firm Registration No. 016381S)
Date of first Appointment	15-09-2017
Reason for re-appointment	The existing term of 5 (five) years of Statutory Auditor is going to end at the upcoming 59 th Annual General Meeting of the Company. Therefore, the Board of Directors based on the recommendation of Audit Committee approved the re-appointment of M/s K Y & Co. Chartered Accountant as a Statutory Auditor of the Company subject to the approval of shareholders of the Company.
Date of Appointment	Appointment as a Statutory Auditors of the Company for the Second term of five (5) years will be effective from the conclusion of 59 th annual General Meeting till the conclusion of 64 th Annual General Meeting subject to the approval of Shareholders. The date of reappointment will be effective after the approval of shareholders i.e. September 27, 2022
Expertise in specific Functional Area/ Brief Profile	K Y & Co. Chartered Accountant is a Hyderabad based firm (firm registration No. 016381S). The firm has significant experience in the field of audit. K Y & Co has deep expertise in providing niche corporate services in the field of corporate accounting, audit & assurance (statutory/ external audits), risk advisory services (internal / Management Audits) including Business Diagnostics and Due Diligence, Tax and Regulatory Services, Litigation and Compliance, Performance Improvement Program (PIP), Transfer Pricing Audits etc.
Remuneration last drawn for the financial year 2021-22	₹ 10 Lakh per annum
Remuneration for the financial year 2022-23	₹ 10 Lakh per annum
Directorships held in listed companies	Not Applicable
Number of shares held in the Company	None
Disclosure of relationships between directors interest	None

M/s K Y & Co, Chartered Accountant (firm registration number 016381S), have conveyed their consent for reappointment as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

None of Directors or Key managerial Personnel of the Company (including their relatives) are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution set out at Item No. 3 as an **Ordinary Resolution** to Shareholders for their approval.

Item No.4

SEBI (Listing Obligations and Disclosure Requirements), 2015 stipulates that all the Related Party Transaction shall require approval of the Audit Committee and the shareholders through Ordinary/Special Resolution. Your company has entered into transactions with related parties" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb), 2(1)(zc) and 23 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Pursuant to provisions to these regulations, the transactions with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All the related party transactions entered are in the ordinary course of business and at arm's length basis.

During the financial year 2020-21, the equity shares of your Company got listed with Metropolitan Stock Exchange of India on July 21, 2021, accordingly, the SEBI Listing Regulations have become applicable from the date of listing. Your Company has

entered or will enter into Related Party Transactions with Related Parties defined under Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of SEBI Listing Regulations and applicable accounting standards as detailed below:

Details of the proposed Related Party Transaction include the information required to be disclosed in the explanatory statement pursuant to the SEBI circular No. SEBI/Ho/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No	Description	Details of proposed RPTs
1	Summary of information provided by the Management to the Audit Committee for approval in respect of the proposed RPTs	
a	Name of the Related Party	Mr. Ram Gopal Patwari, Mr. Sanjay Patwari; Mr. Sandeep Patwari and Mr. Vedant Patwari
b	Relationship with the Company or its subsidiary, including nature of its concern or interest	Mr. Ram Gopal Patwari and Sanjay Patwari are Directors and Promoters of the Company; Mr. Sandeep Patwari and Mr. Vedant Patwari are Shareholders of the Company and relative of Mr. Ram Gopal Patwari/Mr Sanjay Patwari
c	Type, material terms, monetary value and particulars of the proposed RPT	Share of Rental income and Rental Deposit receipts for financial year 2022-23 for an aggregate value not exceeding ₹ 300 Lakh (the transaction/ transactions to be entered into individually or taken together)
c	% of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	5.2%
2	Justification for the proposed RPTs	The Company is earning 40% of the actual rental income on the property owned by the Related Parties in consideration for managing the same as detailed in Joint Venture Agreement dated 28 th March, 2013 as extended valid upto 31 st March, 2030.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a	Details of the source of funds in connection with the proposed transaction	Not Applicable
b	Where any financial indebtedness is incurred to make of give loans, inter-corporate deposits, advances or investments -Nature of indebtedness Cost of funds and Tenure	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4	Arm's length pricing and a statement that the valuation or other external report, if any relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for the transactions is based on the Joint Venture Agreement entered during the normal course of business and at arm length basis. Following the established trade norms.
5	Name of the Director or Key managerial Personnel who is related, if any and the nature of their relationship	Mr. Ram Gopal Patwari, Director Mr. Sanjay Patwari, Managing Director and Mrs Sangeeta Tibrewala, Director are interested being related to each other.
6	Any other information that may be relevant	N A

Members of the Company can request for inspection of the joint venture agreement.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that all entities falling under the definition of related parties shall not vote to approve any related

party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

Except all the promoters, Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution

The Board recommends the resolution set out at Item No. 4 as **Ordinary Resolution** to Shareholders for their approval.

Item No.5

SEBI (Listing Obligations and Disclosure Requirements), 2015 provides that all the Related Party Transaction shall require approval of the Audit Committee and all the Material Related Party Transactions requires approval of the shareholders through Ordinary Resolution. Your company has entered into transactions with the related parties, as mentioned in the Resolution, which are falling under the definition of "related party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb), 2(1)(zc) and 23 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Details of the proposed Related Party Transactions include the information required to be disclosed in the explanatory statement pursuant to the SEBI circular No. SEBI/Ho/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No	Description	Details of proposed RPTs
1	Summary of information provided by the Management to the Audit Committee for approval off the proposed RPTs	
a	Name of the Related Party	Mrs. Chanda Patwari
b	Relationship with the Company or its subsidiary, including nature of its concern or interest	Shareholder of the Company and w/o Mr. Ram Gopal Patwari (Promoter and Director of the Company)
c	Type, material terms, monetary value and particulars of the proposed RPT	Rental income for the financial year 2022-23 for an aggregate value not exceeding ₹ 8.91 Lakhs
c	% of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	7.5%
2	Justification for the proposed RPTs	Pursuant to the Lease Agreement dated April 23, 2019
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a	Details of the source of funds in connection with the proposed transaction	Not Applicable
b	Where any financial indebtedness is incurred to make of give loans, inter-corporate deposits, advances or investments -Nature of indebtedness Cost of funds and Tenure	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4	Arm's length pricing and a statement that the valuation or other external report, if any relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for the transactions is based on the lease Agreement entered during the normal course of business and at arm length basis. Following the established trade norms.

5	Name of the Director or Key managerial Personnel who is related, if any and the nature of their relationship	Mr. Ram Gopal Patwari, Director; Mr. Sanjay Patwari, Managing Director and Mrs Sangeeta Tibrewala, Director
6	Any other information that may be relevant	Not Applicable

Members of the Company can request for inspection of the lease agreement.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

Except all the promoters, Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution

The Board recommends the resolution set out at Item No. 4 as **Ordinary Resolution** to Shareholders for their approval.

Item NO.6

As per the Companies Act, 2013, the Board of Directors of the Company can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the prior approval of the members of the Company by way of a Special resolution.

Your Company is engaged in diversified business activities, generation and supply of solar power and management and maintenances of properties owned the Company and those under Joint Venture Agreements. Your Company is planning to sale of land / property during the normal course of business to Starlite Spintech Limited on such terms and conditions as may be deemed appropriate and decided by the Board of Directors and at such price as may be mutually agreed between the Board of Directors of the Company and the Starlite Spintech Limited, provided that the said contract(s) / arrangement (s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company

Pursuant to Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

Details of the proposed Related Party Transaction include the information required to be disclosed in the explanatory statement pursuant to the SEBI circular No. SEBI/Ho/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No	Description	Details of proposed RPTs
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Name of the Related Party	Starlite Spintech Limited
b	Relationship with the Company or its subsidiary, including nature of its concern or interest	Mr Sanjay Patwari, Managing Director of the Company is also a Director in the Starlite Spintech Limited
c	Type, material terms, monetary value and particulars of the proposed RPT	Sale of Land/ Property during the financial year 2022-23, the aggregate price of land as may be mutually agreed by the Board of the Both Company and on such terms and conditions as may be deemed appropriate and decided by the Board.
c	% of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	-
2	Justification for the proposed RPTs	Not Applicable
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a	Details of the source of funds in connection with the proposed transaction	Not Applicable

b	Where any financial indebtedness is incurred to make of give loans, inter-corporate deposits, advances or investments -Nature of indebtedness Cost of funds and Tenure	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4	Arm's length pricing and a statement that the valuation or other external report, if any relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for the transactions is based on the Agreement entered during the normal course of business and at arm length basis. Following the established trade norms.
5	Name of the Director or Key managerial Personnel who is related, if any and the nature of their relationship	Mr. Ram Gopal Patwari, Director; Mr. Sanjay Patwari, Managing Director and Mrs Sangeeta Tibrewala, Director
6	Any other information that may be relevant	Not Applicable

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

Except all the promoters, Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution

The Board recommends the resolution set out at Item No. 4 as **Ordinary Resolution** to Shareholders for their approval.

Item No7

Details of the proposed Related Party Transaction include the information required to be disclosed in the explanatory statement pursuant to the SEBI circular No. SEBI/Ho/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No	Description	Details of proposed RPTs			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs				
a	Name of the Related Party	Ms. Vedika Patwari	M/s. Starlite Global Enterprises FZE	M/s. Starlite Fashions Private Limited	M/s Starlite Spintech Limited
b	Relationship with the Company or its subsidiary, including nature of its concern or interest	Shareholder of the Company	Subsidiary Company	Subsidiary Company	Mr Sanjay Patwari, Managing Director of the Company is also a Director in the Starlite Spintech Limited

c	Type, material terms, monetary value and particulars of the proposed RPT	Amount received on running account (non—interest bearing) by the Company during the financial year 2022-23 the aggregate amount will not exceed ₹10 Lakhs	Interest Income received during the financial year 2022-23 the aggregate amount will not exceed ₹10 Lakhs	Interest Payout during the financial year 2022-23 the aggregate amount will not exceed ₹90 Lakhs	Amount Received on running account (interest bearing) not exceeding ₹100 lakhs
c	% of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Lesser than 1%	Lesser than 1%	7%	-
2	Justification for the proposed RPTs	-	-	-	
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Not Applicable	Not Applicable		
b	Where any financial indebtedness is incurred to make of give loans, inter-corporate deposits, advances or investments -Nature of indebtedness Cost of funds and Tenure	Not Applicable	Not Applicable		
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable	Not Applicable		
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable		
4	Arm's length pricing and a statement that the valuation or other external report, if any relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The transaction will be held during the normal course of business and at arm length basis. Following the established trade norms.			
5	Name of the Director or Key managerial Personnel who is related, if any and the nature of their relationship	Grand-Daughter of Mr. Ram Gopal Patwari, Director and Promoter of the Company	Wholly owned subsidiary of Starlite Global Enterprises (India) Limited	Wholly owned subsidiary of Starlite Global Enterprises (India) Limited	Mr Sanjay Patwari, Managing Director of the Company is also a Director in the Starlite Spintech Limited
6	Any other information that may be relevant	Not Applicable			

Members of the Company can request for inspection of joint venture agreement / lease agreement or any other agreement related to related party transaction entered or will enter by the Company during the financial year 2022-23 by giving advance request to the Company.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on this Resolution.

Except all the promoters, Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution

The Board recommends the resolution set out at Item No. 4 as **Ordinary Resolution** to Shareholders for their approval.

**By Order of the Board
For Starlite Global Enterprises (India) Limited**

**Megha Bisht
Company Secretary & Compliance Officer
ACS No. 47797**

**Place: Hyderabad
Date: 08-08-2022**