

NOTICE

Notice is hereby given that the 58th Annual General Meeting of the Members of **STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED** will be held on Thursday, September 30, 2021 at 3:00 PM 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 Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 along with the Reports of the Board of Directors and the Auditors thereon.**

To consider and approve, 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, 2021 including Balance sheet, Statement of Profit & Loss 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 Mr. Ram Gopal Patwari (DIN: 0975555) who, retires by rotation and being eligible, offers himself for re-appointment.**

To consider and approve, 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 Mr. Ram Gopal Patwari (DIN:00975555) who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- 3. Appointment of Mr. Navin Kumar as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 and any other applicable provisions of the Companies, Act 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements), 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mr. Navin Kumar (DIN: 08778662) who was appointed as an Additional Director (Independent Director) of the Company with effect from November 10, 2020 and who holds office up to the date of 58th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation with immediate effect for a term of 5 years.”

- 4. To consider, ratify and approved the related party transaction entered during the financial year 2020-21**

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

“**RESOLVED THAT** pursuant to the provisions of Section 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company do hereby confirm, ratify and approve the related party transactions as detailed below entered/ to be entered into by the Company for the financial year 2020-21 during the normal course of business and on armlength basis.

S. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Transaction	Duration of Transactions	Value (Rs. in Lakhs)
1	Mr. Ram Gopal Patwari	Managerial Personnel	Share of Rental Income	01-04-2020 to 31-03-2021	42.68
2	Mr. Sanjay Patwari	Managerial Personnel	Share of Rental Income	01-04-2020 to 31-03-2021	46.77
3	Mr. Sandeep Patwari	Share Holder	Share of Rental Income	01-04-2020 to 31-03-2021	42.91
4	M/s. Starlite Spintech Limited	Associate Company	Interest Received	01-04-2020 to 31-03-2021	50.60
5	M/s. Starlite Global Enterprises FZE	Subsidiary Company	Interest Received	01-04-2020 to 31-03-2021	8.80
6	M/s. Starlite Fashions Private Limited	Subsidiary Company	Loan Repaid	01-04-2020 to 31-03-2021	90.71
7	Mr. Ram Gopal Patwari	Managerial Personnel	Managerial Remuneration	01-04-2020 to 31-03-2021	12.00
8	Mr. Sanjay Patwari	Managerial Personnel	Managerial Remuneration	01-04-2020 to 31-03-2021	12.00
9	Mr. Ram Gopal Patwari	Managerial Personnel	Rental Deposits collected / Repaid under Joint Venture Agreement	01-04-2020 to 31-03-2021	(2.80)
10	Mr. Sanjay Patwari	Managerial Personnel	Rental Deposits collected / Repaid under Joint Venture Agreement	01-04-2020 to 31-03-2021	(1.85)
11	Mr. Sandeep Patwari	Share Holder	Rental Deposits collected/ Repaid under Joint Venture Agreement	01-04-2020 to 31-03-2021	(0.24)
12	M/s. Starlite Global Enterprises-FZE	Subsidiary	Loss on Foreign Exchange	01-04-2020 to 31-03-2021	3.40
13	Vedant Patwari	Share Holder	Share of Rental Income	01-04-2020 to 31-03-2021	9.18
14	Mrs. Chanda Patwari	Share Holder	Rental Income	01-04-2020 to 31-03-2021	8.91
15	Mr. Ram Gopal Patwari Mr. Sanjay Patwari	Managerial Personnel	Travelling Expenses	01-04-2020 to 31-03-2021	0.97 1.37
16	M/s. Starlite Fashions Private Limited	Subsidiary Company	Sale of Land	01-04-2020 to 31-03-2021	98.48
17	Ms. Vedika Patwari	Share Holder	Loan Received	01-04-2020 to 31-03-2021	7.76
18	M/s. Starlite Fashions Private Limited	Subsidiary Company	Interest Payout	01-04-2020 to 31-03-2021	96.55
19	M/s. Starlite Spintech Limited	Associate Company	Loan given	01-04-2020 to 31-03-2021	167.96

“RESOLVED FURTHER THAT pursuant to the provisions of Section 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, the Members of the Company do hereby confirm & approve related party transactions as detailed below proposed to be entered into by the Company for the financial year 2021-22, 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 may deem fit, within the limits mentioned below:

(Rs.in lakhs)

Sl. No.	Name(s) of Related Party	Nature of Relationship	Nature of Transaction	Duration of Transactions	Value
1	Mr. Ram Gopal Patwari	Managerial Personnel	Share of Rental Income pursuant to Joint Venture Agreement	01-04-2021 to 31-03-2022	100
2	Mr. Sanjay Patwari	Managerial Personnel	Share of Rental Income pursuant to Joint Venture Agreement	01-04-2021 to 31-03-2022	100
3	Mr. Sandeep Patwari	Share Holder	Share of Rental Income pursuant to Joint Venture Agreement	01-04-2021 to 31-03-2022	100
4	M/s. Starlite Spintech Limited	Associate Company	Inter-Corporate Lending/ Borrowing and interest thereon	01-04-2021 to 31-03-2022	1000 & 140
5	Mr. Ram Gopal Patwari	Managerial Personnel	Rental Deposits collected/ Repaid under Joint Venture Agreements	01-04-2021 to 31-03-2022	50
6	Mr. Sanjay Patwari	Managerial Personnel	Rental Deposits collected/ Repaid under Joint Venture Agreements	01-04-2021 to 31-03-2022	50
7	Mr. Sandeep Patwari	Share Holder	Rental Deposits collected/ Repaid under Joint Venture Agreement	01-04-2021 to 31-03-2022	50
8	M/s. Starlite Spintech Limited	Associate Company	Sale of Land	01-04-2021 to 31-03-2022	1200
9	Mrs. Chanda Patwari	Share Holder	Rental Income	01-04-2021 to 31-03-2022	8.91

By order of the Board
For STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED

Place: Hyderabad
Date: 11.08.2021

Sanjay Patwari
Managing Director
(DIN: 00253330)

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.
2. The members are requested to wear mask all the time and carry their own stationery including pen, notepad, etc. to avoid any kind of physical contact among the members present at the meeting.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The instrument appointing a proxy should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. 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.

5. Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2021 to September 30, 2021 (both days inclusive) for the purpose of the Annual General Meeting.
6. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to appoint authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. As per Regulation 40 of SEBI Listing Regulation, 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 dated 2nd December 2020, 31st March 2021 had been fixed 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. In view of this and to eliminate all risk associated with physical form shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s CIL Securities Limited for assistance in this regard
8. Members may note that the Notice of the 58th Annual General Meeting and the Annual Report for Financial Year 2020-21, copies of audited financial statements, Directors' Report, Auditors Report etc., will also be available on the website of the Company,
9. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s CIL Securities Limited in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), 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 M/s CIL Securities Limited in case the shares are held by them in physical form.
11. 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. The said form can be downloaded from the Company's website. 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.
12. 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.
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 AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 25, 2021 through email: info@starliteglobal.in. The same will be replied by the Company suitably.
15. 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.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at www.msei.in respectively, and on the website www.evotingindia.com

17. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at info@starliteglobal.in
18. 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.
19. As per Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a Copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
20. A Statement giving the details of the Director (s) seeking appointment in the accompanying notice, as required under Regulation 36 of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 and Secretarial Standard – 2, is annexed.
21. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 made available on the Company's website <http://www.starliteglobal.in/investors/>
22. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meeting (SS-2) which sets out details relating to Special Business at the meeting is annexed in respect of business set out under Item no.3 and 4.
23. 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.
24. 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 favor 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.
25. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, will not later than 48 hours 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 <http://www.starliteglobal.in/investors/> on the website of CDSL. The results shall simultaneously be communicated to Metropolitan Stock Exchange of India (MSEI).
26. 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.

VOTING THROUGH ELECTRONIC MEANS

- Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in pursuance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members' the facility of 'remote e-voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the 58th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL on all resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- 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 2020-21.

- 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.
- 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.
- 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., Record date) **September 24th, 2021**.
- 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., September 24th, 2021** only shall be entitled to avail the facility of remote e-voting, voting through ballot form and voting at Annual General Meeting through polling paper.
- Any person, who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., **September 24th, 2021**, may obtain the User ID and password by writing to CDSL at helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or Toll-Free No. **1800-200-5533**. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used for casting vote.
- Members are requested to notify immediately any change in their addresses to the Company.
- The e-voting facility will be available at the link www.evotingindia.com during the following period:

COMMENCING FROM SEPTEMBER 27, 2021, 9.00 A.M. (IST) TO SEPTEMBER 29, 2021, 5.00 P.M. (IST).

E-voting shall **not be allowed beyond 5.00 P.M. on September 29, 2021** and the remote e-voting shall be blocked forthwith. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on **September 24, 2021** may cast their vote electronically.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or mail us at helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542)

The instructions for shareholders to vote electronically are as under:

- The voting period begins **from 9.00 A.M. (IST) on 27 September, 2021** and ends at **at 5.00 P.M. (IST) on 29 September 2021**. During this period, shareholders of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com. However, if he/she is already registered with CSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 - The details of the process and manner for remote e-voting are explained herein below:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" module.
 - (iii) 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.
- OR

- Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares 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.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present 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.
3. 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.
4. 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.

Note for Non – Individual Shareholders and Custodians

- 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or Toll Free No-1800225533.

General Guidelines for Members

- I. 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.
- II. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- III. **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.**
- IV. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website **www.starliteglobal.in** and on the website of CDSL; such Results will also be forwarded to the Metropolitan Stock Exchange of India Limited, where the Company's shares are listed.

By order of the Board
For **STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED**

Place: Hyderabad
Date: 11.08.2021

Sanjay Patwari
Managing Director
(DIN: 00253330)

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business set out in the Notice convening the 58th Annual General Meeting of the Company to be held on September 30, 2021.

Item no. 3:

Mr. Navin Kumar, aged 41 years is a Non-Executive Independent Director of the Company. He is Chartered Accountant. He has 12+ years of diversified work experience in the various fields like Finance, taxation, accounts, GST etc.

He was appointed as an Additional Director (Independent Director) of the Company with effect from November 10, 2020 and who holds office up to the date of 58th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation with immediate effect for a term of 5 years subject to the approval of Members of the Company.

In the opinion of the Board, Mr. Navin Kumar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a NonExecutive Independent Director of the Company and is independent of the management.

Mr. Navin Kumar is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 03 of the Notice in relation to appointment of Mr. Navin Kumar as a Non-Executive Independent Director, for the approval by the members of the Company.

The brief resume of Mr. Navin Kumar as a Non-Executive Independent Director of the Company, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this below Notice.

Except Mr. Navin Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 03 of the Notice.

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

Name of Director	Mr. Navin Kumar
Date of Birth	02-10-1980
DIN	08778662
Date of Appointment	10-11-2020
Expertise in specific Functional Area	Mr. Navin Kumar, is a Non-Executive Independent Director of the Company. He is a qualified Chartered Accountant. He has 12+ years of work experience in the field of Finance, Accounts and Taxation.
Qualifications	Chartered Accountant
Terms and conditions of appointment or reappointment	To appoint Mr. Navin Kumar as a Non Executive Independent Director of the Company for a period of 5 (Five) Years in terms of the provisions of Section 149 of the Companies Act, 2013.
Directorships held in listed companies	Not Applicable
Chairmanship of Committees in other listed Companies	Not Applicable
Number of shares held in the Company	Not Applicable
Disclosure of relationships between directors interest	Not Applicable

Item no. 4:

Your company has entered into transactions with the entities, 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) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of SEBI Listing Regulations, all material related party transactions shall require approval of the shareholders through Resolution. The Company, in ordinary course of its business, regularly does the transactions with the related parties including those mentioned in the Notice on an arm's length basis. On basis of the same, the Company hereby proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are mentioned in the said resolution item no. 4 of the Notice.

Further, as per Regulation 23(5) OF SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), the transaction between Holding Company and its wholly-owned Subsidiary Company whose accounts are consolidated are exempted for the approval of member. Therefore, any Related Party Transaction between the Company and Starlite Fashions Private Limited and Starlite Global Enterprises FZE are exempted for approval of member.

Your Company has entered into Related Party Transactions with Related Parties as defined under section 2(76) of the Companies Act, 2013 and applicable Accounting Standards, as detailed below during FY 2019-20, which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company and therefore approval of the Members is sought to ratify below mentioned related party transaction made by the Company during the financial year 2020-21.

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.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business. Except all promoter 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 Ordinary Resolution as set out in Item No.4 of this Notice for approval of the Members.

By order of the Board
For **STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED**

Place: Hyderabad
Date: 11.08.2021

Sanjay Patwari
Managing Director
(DIN: 00253330)