



3rd September, 2022

To,
The Corporate Relations Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001, Maharashtra

Sub: 11th Annual Report of the Company for the Financial Year 2021-22
Scrip Code: 540492

Dear Sir,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the Annual Report for the financial year 2021-22, along with the Notice of 11th Annual General Meeting of StarlinePS Enterprises Limited.

The same is available on the website of the Company www.starlineps.com.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For STARLINEPS ENTERPRISES LIMITED

Swati Somani
SWATI SOMANI
Company Secretary & Compliance Officer
ACS No.: 68472



Encl: As above

STARLINEPS ENTERPRISES LIMITED | CIN : L36910GJ2011PLC065141

Formerly known as 'Starline Precious Stone Limited'

Address : Shop - F/1, 1st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat

0261-2600343 +91-7043999030 info@starlineps.com www.starlineps.com

11th Annual Report
F.Y. 2021-22



STARLINEPS ENTERPRISES LIMITED

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CORPORATE INFORMATION – STARLINEPS ENTERPRISES LIMITED
(CIN: L36910GJ2011PLC065141)

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| | |
|---|---|
| Mr. Shwetkumar Dhirajbhai Koradiya | Chairman & Managing Director |
| Mr. Hardikbhai Rajubhai Patel | Whole Time Director & Chief Financial Officer |
| Mrs. Bhumika Jariwala | Independent Director |
| Mrs. Jenish Bhavsar | Independent Director |
| Mrs. Neha Patel | Independent Director (Appointed w.e.f. 01.07.2021) |
| Mr. Yashkumar Trivedi | Independent Director (Appointed w.e.f. 23.08.2021) |
| Ms. Hiral Vinodbhai Patel | Additional Independent Director (Appointed w.e.f. 01.09.2022) |
| Ms. Swati Somani | Company Secretary & Compliance Officer (Appointed w.e.f. 01.04.2022) |

STATUTORY AUDITORS

M/s. Kansariwala & Chevli
Chartered Accountants,
2/1447, "Utkarsh", 1st Floor,
Opp. Sanghvi Hospital,
Behind Center Point, Sagrampura,
Surat - 395002, Gujarat

INTERNAL AUDITORS

M/s. Atit Shah & Associates
Chartered Accountants,
403, Siddha Chambers,
Taratiya Hanuman Sheri,
Mahidharpura, Surat-395003,
Gujarat

BANKERS

YES Bank Limited
Axis Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatimkhana, Athwa Gate,
Surat-395001, Gujarat
Phone No.: 0261-2600343, Mob.: +91-7043999030
E-mail: info@starlineps.com
Website: www.starlineps.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Registered Office Address
E -3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka,
Mumbai-400072,
Maharashtra
Phone No.: 022 – 40430200,
Fax: 022 - 28475207
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Corporate Office Address
Office No S6-2, 6th Floor, Pinnacle Business
Park, Next to Ahura Centre, Mahakali Caves
Road, Andheri (East) Mumbai – 400093,
Maharashtra.
Phone No.: 022 – 62638200,
Fax: 022 - 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com



NOTICE

NOTICE is hereby given that the **11TH ANNUAL GENERAL MEETING** of the Members of **STARLINEPS ENTERPRISES LIMITED** (Formerly known as Starline Precious Stone Limited) will be held on Monday, the 26th September, 2022 at 12.30 p.m.(IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of Board of Directors and Auditors thereon.

2. Confirmation of Payment of Interim Dividend on Equity Shares :

To confirm the payment of Interim Dividend of Rs. 0.01 per Equity Share of Rs. 5.00/- each for the Financial Year ended 31st March 2022.

3. Appointment of Mr. Hardikbhai Rajubhai Patel (DIN: 08566796) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Hardikbhai Rajubhai Patel (DIN: 08566796) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Ms. Hiral Vinodbhai Patel (DIN:09719512) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee of the Company, Ms. Hiral Vinodbhai Patel (DIN:09719512) who was appointed by the Board of Directors as an Additional Director of the Company in the Independent capacity w.e.f. 1st September, 2022 and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 1st September, 2022 to 30th August, 2027 and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors
STARLINEPS ENTERPRISES LIMITED

SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472

Place: Surat
Date: 31/08/2022

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat



NOTES:-

1. In view of the situation of COVID-19 still prevailing, the Ministry of Corporate Affairs (“MCA”) has vide its circulars in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and the Securities and Exchange Board of India (“SEBI”) vide its circulars in relation to “Relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015” permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULAR AND SEBI CIRCULAR THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
4. Register of Members and the Share transfer books of the Company will remain closed from Tuesday, the 20th September, 2022 to Monday, the 26th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
5. Members are requested to intimate to the Company’s Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, their Depository Participant (“DP”), regarding changes if any, in their registered address and their E-mail ID at an early date. Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
6. In terms of circulars issued by 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. 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. 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 Bigshare Services Pvt. Ltd.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members’ bank account. Members who hold shares in dematerialized form should inform their Depository Participant’s (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
9. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following :-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.



10. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id. investor@bigshareonline.com and to Company Secretary at email id info@starlineps.com.
11. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent. The said form can be downloaded from the Company's website www.starlineps.com.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.starlineps.com website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
13. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.
14. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
15. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "**EVEN**" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@starlineps.com from Friday 16th September, 2022 (9:00 A.M. IST) to Tuesday, 20th September, 2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers



depending on the availability of time for the AGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

19. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice.
20. The remote e-voting period commences on Friday, 23th September, 2022 (9:00 a.m.) and ends on Sunday, 25th September, 2022 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Monday, 19th September, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
21. The process and manner for remote e-voting are as under:

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


Step 1: Access to NSDL e-Voting system

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to |



| | |
|---|---|
| | <p>enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="756 568 1262 875" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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



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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 or 022-23058542-43 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

- I. 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 csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in.

- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020990 and 18002244 30or send a request at evoting@nsdl.co.in.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of members shall be in proportion to their Shares of the paid up Equity Share capital of the Company as on the cut-off date of 19th September, 2022.
- VII. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e.19th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- IX. Mr. Manish R. Patel, Company Secretary in Practice (Certificate of Practice No. 9360) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of 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.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.starlineps.com. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
- XII. All relevant documents and registers referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company situated at Shop – F/1, 1st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.



ANNEXURES TO THE NOTICE

**EXPLANATORY STATEMENTS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013.**

ITEM NO. 4:

Ms. Hiral Vinodbhai Patel (DIN: 09719512) has been appointed as an Additional Director in the Independent capacity with effect from 1stSeptember, 2022, under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on 31st August, 2022. She holds office up to the date of the ensuing Annual General Meeting.

On recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, signifying intention to propose Ms. Hiral Vinodbhai Patel as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years for a period from 1stSeptember, 2022 to 30thAugust, 2027 and shall not retire by rotation.

Ms. Hiral Vinodbhai Patel (DIN: 09719512) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

As per the Section 149 of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Ms. Hiral Vinodbhai Patel that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. Ms. Hiral Vinodbhai Patel possesses appropriate skills, experience and knowledge; inter alia, in Accountancy. In the opinion of the Board, She fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Hiral Vinodbhai Patel is independent of the management.

Draft copy of appointment letter of Ms. Hiral Vinodbhai Patel as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the business hours on any working days between 10.00 a.m. to 5.00 p.m.

She is not holding any equity shares of the Company and she is not related to any Director of the Company.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relative except Ms. Hiral Vinodbhai Patel is in any way concerned or interested in the above resolution.

By Order of the Board of Directors
STARLINEPS ENTERPRISES LIMITED

SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472

Place: Surat
Date: 31/08/2022

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat



DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

| | | |
|---|--|--|
| Name of the Director | Ms. Hiral Vinodbhai Patel (DIN:09719512) | Mr. Hardikbhai Rajubhai Patel (DIN: 08566796) |
| Designation/Category | Additional Independent Director | Whole Time Director and CFO |
| Date of Birth | 08/02/1990 | 18/01/1993 |
| Age | 32 Years | 29 Years |
| Nationality | Indian | Indian |
| Qualification | CS, LLB, MBA, B.Com | Bachelor of Computer Application from Veer Narmad South Gujarat University, Surat, Gujarat. |
| Date of first appointment on the Board of the Company | 01/09/2022 | 01/07/2020 |
| No. of Board Meetings attended during the Year 2021-22 | N.A. | 6 (Six) |
| Expertise in specific functional area | Finance, Legal and Corporate Compliance | Information Technology Industry |
| Brief Profile | Ms. Hiral Vinodbhai Patel, holding valid DIN 09719512 aged about 32 years, is presently working as Company Secretary in Listed Company. She has completed her Masters in Finance Management from Pune University, Maharashtra. She has, being CS and MBA, enriched herself with expertise in the arenas of Taxation, Accounting, Corporate Law and Compliances. She is having more than 8 years of experience in the field of Company Secretary. | Mr. Hardikbhai Patel, aged 29 years, has completed his BCA from Veer Narmad South Gujarat University, Gujarat, and he is having 9 years of experience in the field of Information Technology. He has worked on numerous projects for an array of businesses and industries, helping them move forward in their developmental and growth goals. He continues to stay abreast of new trends in Technologies and development. |
| Terms and conditions of appointment | She will not be liable to retire by rotation. | Liable to retire by rotation |
| Remuneration Last drawn | Nil | Nil |
| Shareholding in the Company | Nil | Nil |
| Directorship in the other Entities | Nil | 1. Nanavati Ventures Limited |
| Membership/Chairmanship in Committees (Other than StarlinePS Enterprises Limited) | Nil | 1. He is the Chairman of Audit Committee of Nanavati Ventures Limited. 2. He is the Member of Stakeholders Relationship Committee of Nanavati Ventures Limited. |
| Relationship with other Director(s), Manager and KMP | Not related to other Director(s), Manager and KMP | Not related to other Director(s), Manager and KMP |



DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present the 11th Annual Report of your Company together with the Audited Financial statements and Auditors' Report for the year ended 31st March, 2022.

1. FINANCIAL PERFORMANCE:-

The Company's financial performance during the year ended 31st March, 2022 compared to the previous year is summarized below:

(Amount in Rs.)

| Particulars | F.Y. 2021-22 | F.Y. 2020-21 |
|--|------------------------|------------------------|
| Revenue from Operations | 16,16,67,463.70 | 18,51,87,727.00 |
| Other Income | 25,62,169.00 | 2,10,618.00 |
| Total Income | 16,42,29,632.70 | 18,53,98,345.00 |
| Total Expenditure | 16,02,25,670.83 | 18,34,55,569.35 |
| Profit/(Loss) Before Tax & Exceptional/Extraordinary Items | 40,03,961.87 | 19,42,775.65 |
| Less: | | |
| Exceptional/Extraordinary items | - | - |
| Profit/(Loss) Before Tax | 40,03,961.87 | 19,42,775.65 |
| Less: Tax Expense : | | |
| - Current Tax | 9,18,771.00 | 3,25,400.00 |
| - Deferred Tax Liabilities/(Assets) | 13,802.00 | 12,225.00 |
| Net Profit/(Loss) After Tax | 30,71,388.87 | 16,05,150.65 |

2. REVIEW OF OPERATIONS:-

During the year under review, the Company has posted lower Revenue from Operation of ₹ 16,16,67,463.70/- as compared to ₹ 18,51,87,727.00/- in the corresponding previous year. However, due to decrease in expenditure incurred during the year under review, the Company has posted higher Net Profit after tax of ₹ 30,71,388.87/- in the current year as compared to the Net Profit After Tax of ₹ 16,05,150.65/- in the corresponding previous year. Your Directors are hopeful to earn rational profit in the years to come.

3. TRANSFER TO RESERVES:-

During the year under review, your Directors do not proposed to transfer any amount to Reserves.

4. DIVIDEND:-

The Company has declared Final Dividend of Re. 0.01/- per share on face value of Rs. 5/- each for the Financial Year ended 31st March, 2021 in last Annual General Meeting (AGM) held on 27th September, 2021.

Thereafter, the Board of Directors has recommended an Interim Dividend of Re. 0.01/- per share on face value of Rs. 5/- each for the Financial Year ended 31st March, 2022 in their meeting held on 11th February, 2022 and the declaration of Interim Dividend shall be confirmed in the ensuing Annual General Meeting (AGM) of the Company. The Company has voluntarily adopted Dividend Distribution Policy in its Board Meeting held on 30th May, 2022.



5. INVESTORS EDUCATION AND PROTECTION FUND:-

During the year, the Company was not liable to transfer any amount to the Investor Education and Protection Fund as required under Section 124 and 125 of the Companies Act, 2013. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31.03.2022 on the website of the Company, at web link: <http://www.starlineps.com/Investors-Relations/Unpaid-unclaimed-Dividend/List%20of%20Unpaid%20and%20Unclaimed%20Interim%20Dividend%20.pdf>

6. PUBLIC DEPOSITS:-

During the year under review, your Company has neither accepted / renewed any deposits during the year nor has any outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

7. SHARE CAPITAL:-

As on 31st March, 2022, the Issued, Subscribed & Paid up Equity Share Capital of your Company stood at ₹21,61,50,000/- (Rupees Twenty One Crore Sixty One Lakh Fifty Thousand) divided into 4,32,30,000 (Four Crore Thirty Two Lakh Thirty Thousand) Equity Shares of Rs. 5/- each.

The Company has neither issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any bonus shares. Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

8. BOARD OF DIRECTORS:-

The following were the Directors on the Board at the beginning of financial year 2021-22:

| | | |
|------|-------------------------|---|
| i. | Mr. Shwetkumar Koradiya | Chairman & Managing Director |
| ii. | Mr. Hardikbhai Patel | Whole Time Director & Chief Financial Officer |
| iii. | Mr. Brijeshkumar Mali | Independent Director |
| iv. | Mr. Paresh Lathiya | Independent Director |
| v. | Mrs. Bhumika Jariwala | Independent Director |
| vi. | Mrs. Jenish Bhavsar | Independent Director |

However during the said financial year, the following changes were occurred:

- ❖ Mr. Brijeshkumar Mali (DIN: 07385024) and Mr. Paresh Lathiya (DIN: 07551263) Independent Directors of the Company had resigned from the post of Directorship of the Company w.e.f. 30th June, 2021 and the same has been taken on record by Board of Directors in Board Meeting held on 28th June, 2021.
- ❖ Mrs. Neha Patel (DIN 08851139) has been appointed as an Additional Director of the Company in Independent capacity w.e.f. 1st July, 2021 in the Board Meeting held on 28th June, 2021 and regularized as a Director of the Company in Independent capacity in the last AGM held on 27th September, 2021, for a period of 5 years w.e.f. 1st July, 2021.
- ❖ Mr. Yashkumar Trivedi (DIN: 09281016) has been appointed as an Additional Director of the Company in Independent capacity w.e.f. 23rd August, 2021 in the Board Meeting held on 23rd August, 2021 and regularized as a Director of the Company in Independent capacity in the last AGM held on 27th September, 2021, for a period of 5 years w.e.f. 23rd August, 2021.
- ❖ Mr. Shwetkumar Koradiya (DIN: 03489858), Chairman and Managing Director of the Company liable to retire by rotation was reappointed in 10th Annual General Meeting of the Company held on 27th September, 2021.



- ❖ As on 31st March, 2022, Your Company has 6 (Six) Directors, namely,
 - i. Mr. Shwetkumar Koradiya - Chairman & Managing Director
 - ii. Mr. Hardikbhai Patel - Whole Time Director & Chief Financial Officer
 - iii. Mrs. Jenish Bhavsar - Independent Director
 - iv. Mrs. Bhumika Jariwala - Independent Director
 - v. Mrs. Neha Patel - Independent Director
 - vi. Mr. Yashkumar Trivedi - Independent Director
- ❖ As per the provisions of the Companies Act, 2013, Mr. Hardikbhai Patel (DIN: 08566796), Whole Time Director & CFO of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- ❖ After closing of the financial year, Ms. Bhumika Jariwala (DIN: 08841902) has tendered her resignation from the post of Independent Director of the Company w.e.f. 30th September, 2022 and the same has been taken on record by Board of Directors in Board Meeting held on 31st August, 2022.
- ❖ After closing of the financial year, Ms. Hiral Vinodbhai Patel (DIN: 09719512) has been appointed as an Additional Director of the Company in Independent capacity w.e.f. 1st September, 2022 in the Board Meeting held on 31st August, 2022 and she is proposed to be appointed as a Director of the Company in Independent capacity in this ensuing AGM to be held on 26th September, 2022, for a period of 5 years w.e.f. 1st September, 2022.

9. KEY MANAGERIAL PERSONNEL:-

As on 31st March, 2022, Your Company has the following Key Managerial Personnel (KMP):

- (i) Mr. Shwetkumar Koradiya - Chairman & Managing Director
- (ii) Mr. Hardikbhai Patel* - Whole Time Director & Chief Financial Officer

However during the said financial year, the following changes were occurred:

- ❖ Mr. Shwetkumar Koradiya (DIN: 03489858) has been reappointed as Chairman & Managing Director of the Company for further period of 3 (Three) years w.e.f. 1st July, 2022 to 30th June, 2025 with a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per month in 10th Annual General Meeting of the Company held on 27th September, 2021.
- ❖ Ms. Khushboo Modi, (ACS: 57323) tendered her resignation from the post of Company Secretary & Compliance Officer of the Company w.e.f. 28th February, 2022 and the Board took note of her resignation in its Board Meeting held on 11th February, 2022.
- ❖ On the recommendation of Nomination & Remuneration Committee, the Board of Directors in their Meeting held on 31st March, 2022, has appointed Ms. Swati Somani (ACS: 68472) as Company Secretary and Compliance Officer of the Company w.e.f 1st April, 2022.

10. DECLARATION FROM INDEPENDENT DIRECTORS AND THEIR FAMILIARISATION PROGRAM:-

The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 and 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

Pursuant to requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/reports and internal policies to



enable them to familiarize with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and industry developments. The detail of the aforementioned programme as required under Regulation 46 of the SEBI Listing Regulations is available on the Company's website at <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Other/Familiarisation%20Program%20for%20Independent%20Directors.pdf>

In the opinion of the Board, the Independent Directors of the Company possess the integrity, requisite experience and expertise, relevant for the industry in which the Company operates. Further, all the Independent Directors of the Company have successfully registered with the Independent Director's Databank of the Indian Institute of Corporate Affairs.

11. DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Directors confirm that-

- in the preparation of the Annual Accounts for 2021-22, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2021-22 and of the profit of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the Annual Accounts on a going concern basis;
- that the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively during the year.
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:-

During the year under review, the Company has not made any investment or given any Guarantees falling within the purview of Section 186 of the Act. However, the particulars of loans granted pursuant to Section 179(3) of the Act are as under.

| Sr. No. | Name of the Party | Amount as on 31.03.2022 |
|---------|--------------------------------------|-------------------------|
| 1 | The Baroda Rayon Corporation Limited | 7.58 Crore |

13. MEETINGS OF BOARD OF DIRECTORS :-

During the year under review, the Company held 6 (Six) Board Meetings. The intervening gap between the Meetings did not exceed the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Board Meetings are given in the Corporate Governance Report, forming part of Annual Report. The Notice along with Agenda and Agenda items of each Board Meetings were given to each Director of the Company. Attendances of Directors are also provided in the Corporate Governance Report.

14. MEETINGS OF MEMBERS:-

During the year under review, 10th Annual General Meeting of the Company was held on 27th September, 2021 and no Extra Ordinary General Meeting was held during the financial year.

15. COMMITTEE MEETINGS:-

The details pertaining to the composition of the Audit Committee and other Committees and all Committee meetings held during the year 2021-22 are included in the Corporate Governance Report. During the year, all the recommendations made by the all Committees were accepted by the Board.



16. BOARD EVALUATION:-

In line with the Corporate Governance Guidelines of the Company, Annual Performance Evaluation was conducted for all Board Members as well as the working of the Board and its Committees. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with Guidance Note on Board Evaluation issued by SEBI in January, 2017.

The performance of Chairman of the Board was reviewed by the Independent Directors taking into account the views of the Executive Directors. The parameters considered were leadership ability, adherence to corporate governance practices etc.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc. The Board has also noted areas requiring more focus in the future.

17. PREVENTION OF INSIDER TRADING:-

The Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition & Insider Trading) Regulations, 2015, as amended from time to time, with a view to regulate the trading in securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of shares of the Company by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the code. All Directors and the designated Employees have confirmed compliance with the code.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:-

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 with regard to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo are given below:

a. Conservation of Energy:

Your Company is engaged in Trading activity. Hence, there are no extra steps taken for energy saving. However, regular steps have been taken to improve energy consumption by using LED lights in office premises. The Company is using inverter as an alternate source of energy. During the year, the Company has not made any capital investment on energy conservation equipment.

b. Technology Absorption:

The project of your Company has no technology absorption, hence no particulars are offered.



c. Foreign Exchange Earning and Outgo:

The foreign Exchange earnings and expenditure of the Company is NIL.

19. EXTRACT OF ANNUAL RETURN:-

A copy of the Annual Return of the Company for the Financial year 2021-22, as required under Section 92 (3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 shall be placed on the Company's website. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report. The web-link as required under the Act is as under http://www.starlineps.com/Investors-Relations/Annual-Return/Draft%20Form%20MGT_7_2022.pdf.

20. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:-

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. The Internal Audit Department monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board.

21. VIGIL MECHANISM (WHISTLE BLOWER POLICY):-

In compliance with the provisions of section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct.

Under this policy, your Company encourages its employees to report any reporting of fraudulent financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, if employees so desire). Further, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the investigation. The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at www.starlineps.com.

22. POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

Pursuant to provision of Section 178(3) of the Companies Act, 2013, the Board has framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel including criteria for determining qualifications, positive attributes and independence of Directors. More details have been disclosed in the Corporate Governance Report. The Remuneration Policy has been uploaded on the Company's website www.starlineps.com.

23. JOINT VENTURES, SUBSIDIARIES AND ASSOCIATES:-

As on 31st March, 2022, your Company does not have any Joint Ventures, Subsidiaries and Associates Company.

24. CORPORATE SOCIAL RESPONSIBILITY [CSR]:-

Your Company does not fall under the purview of the provisions of the CSR expenditure and Composition of Committee as provided in the Section 135 of the Companies Act, 2013, hence no particulars are required to be given in this matter.



25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:-

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business. All related Party Transactions were placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are of a foreseen and in repetitive nature.

Policy on Transactions with Related Parties as approved by the Board is uploaded on the Company's website at web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Policy%20on%20Related%20Party%20Transaction.pdf>.

During the year, your Company has not entered into any significant material related party transactions/contracts/arrangements. Accordingly, the disclosure of related party transactions/contracts/arrangements as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Suitable disclosure as required under AS-18 has been made in Note to the Financial Statement.

26. PARTICULARS OF EMPLOYEES:-

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be Nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The details of top ten employees in terms of remuneration drawn for financial year 2021-22 are asunder:

| Sr. No | Name of Employee | Designation | Age (in years) | Salary (per annum) | Qualification | Experience (in years) | Date of Joining | Last Employment |
|--------|-------------------|--|----------------|--------------------|---------------|-----------------------|-----------------|-----------------|
| 1 | Ms. Kenali Shah | Accountant | 22 | 5,40,000.00 | B.Com | 2 | 01/04/2020 | - |
| 2 | Ms. Priyal Shah | Sales Executive | 28 | 5,40,000.00 | B.Com | 6 | 01/10/2016 | - |
| 3 | Ms. Nayna Shah | Sales Executive | 51 | 4,80,000.00 | B.Com | 6 | 01/04/2016 | - |
| 4 | Ms. Vidhi Shah | Jewellery Designing | 30 | 4,20,000.00 | B.Com | 2 | 01/09/2020 | - |
| 5 | Ms. Meeta Shah | Back Office Executive | 50 | 3,00,000.00 | B.Com | 2 | 01/07/2020 | - |
| 6 | Ms. Khushboo Modi | Company Secretary & Compliance Officer | 29 | 2,75,000.00 | B.Com., C.S. | 3 | 02/03/2019 | - |
| 7 | Ms. Mamta Gandhi | Accountant | 54 | 90,000.00 | B.Com | 3 | 01/01/2022 | - |

Note:

1. None of the employees mentioned above are related to any of the Directors of the Company.
2. All appointments are on permanent basis.
3. None of the employees mentioned above hold more than 2.00% of the shares of the Company along with their spouse and dependent children.

27. RATIO OF DIRECTORS' REMUNERATION TO MEDIAN EMPLOYEES' REMUNERATION AND OTHER DISCLOSURES:-

The table containing the names and other particulars of ratio of Directors' Remuneration to Median Employees' Remuneration in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as "Annexure-1".



28. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:-

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder at workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2021-22, the Company had not received any complaints and no complaints were pending as on 31st March, 2022. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace.

29. STATUTORY AUDITORS' AND REPORT:-

Upon the expiry of term of five years in last Annual General Meeting, M/s. Kansariwala & Chevli, Chartered Accountants, Surat (Firm Registration No. 123689W) were re-appointed as Statutory Auditors of the Company for further period of five years at the 10th Annual General Meeting held on 27th September, 2021 to hold office until the conclusion of the 15th Annual General Meeting to be held in the year 2026.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments. The Auditors has not reported any matter of an offence of fraud to the Company required to be disclosed under Section 143(12) of the Companies Act, 2013.

30. INTERNAL AUDITORS AND REPORT:-

M/s. Atit Shah & Associates, Chartered Accountants of Surat (Firm Registration No. 131493W) is acting as Internal Auditors of the Company and has conducted periodic audit of all operations of the Company. The Audit Committee of the Board of Directors has reviewed the findings of Internal Auditors regularly.

31. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:-

The Secretarial Audit Report for the F.Y 2021-22 in form MR-3 is attached to this report as “Annexure-2”. The report does not contain any qualifications, reservation or adverse remarks.

In terms of the provisions of the Circular No CIR/ CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), Mr. Manish R. Patel, Company Secretary in Practice of Surat (Certificate of Practice No. 9360) have issued the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued there under by the Company.

Further, in pursuant to the provisions of Section 204 of the Act, read with rules thereunder, the Board at its meeting held on 30th May, 2022 has appointed Mr. Manish R. Patel, Company Secretary in Practice of Surat (Certificate of Practice No. 9360) as Secretarial Auditor to undertake the secretarial audit of the Company for the F.Y. 2022-23.

32. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:-

The Management's Discussion and Analysis Report provides a perspective of economic and social aspects material to your Company's strategy and its ability to create and sustain value to your Company's key stakeholders. Pursuant to the provisions of Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis Report capturing your Company's performance, industry trends and other material



changes with respect to your Company for the year ended 31st March, 2022 is attached to this report as “Annexure – 3”.

33. CORPORATE GOVERNANCE:-

The Report on Corporate Governance for FY 2021-22 as stipulated under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith and forms a part of this report “Annexure –4”.

34. MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE BOARD REPORT:-

There are no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

35. MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD:-

The Company has been listed and traded on the SME Platform for more than three years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors has proposed the migration from SME Exchange to Main Board in the Board meeting held on 26th July, 2021 and thereafter the Special Resolution has been passed through postal ballot via remote e-voting by the shareholders on 31st August, 2021 for approving migration from BSE SME platform to BSE Main Board platform. Mr. Manish R. Patel (COP: 9360), Practicing Company Secretary, Surat, have been appointed as the Scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner. The result of Postal Ballot was announced on 2nd September, 2021.

The Company has been granted Final Approval for Migration of its Equity Shares from BSE SME Platform to BSE Main board Platform on 01.11.2021.

36. PREPARATION OF ANNUAL ACCOUNTS FOR FINANCIAL YEAR 2021-22:-

Pursuant to the MCA Circular regarding applicability of the Companies (Indian Accounting Standards (IND AS) Rules, 2015 and consequent upon the approval of Migration of Equity Shares from BSE SME Platform to BSE Main board Platform, the Company is required to prepare its Financial Statements for the Financial year ended 31st March, 2022 in accordance with IND AS.

37. CHANGE IN THE NATURE OF BUSINESS:-

For sustained growth in the future, Company wants to rely on its main business of trading of Precious Metals, Stones & Jewellery. Hence, there is no change in the nature of the business of the Company during the year under review.

38. LISTING FEES:-

The Equity Shares of the Company are listed on SME Platform of BSE Limited in the beginning of financial year and thereafter migrated on main board platform w.e.f. 01.11.2021. The Company has paid the applicable listing fees to the Stock Exchange till date.

39. RISK MANAGEMENT:-

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both



business and non-business risks. At present; there are no risks which in the opinion of the Board threaten the existence of the Company.

40. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:-

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its operations in future.

41. MAINTENANCE OF COST RECORD & AUDIT:-

Your Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013. The provision of cost audit does not apply to your Company.

42. DISCLOSURE ON SECRETARIAL STANDARDS COMPLIANCE:-

During the year under review, your Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act, 2013.

43. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:-

In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.starlineps.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

44. HUMAN RESOURCES:-

The Company treats its “Human Resources” as one of its most important assets. The Company’s culture promotes an environment that is transparent, flexible, fulfilling and purposeful. The Company is driven by passionate and highly engaged workforce. This is evident from the fact that the Company continues to remain the industry benchmark for talent retention.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

During the year under review, there was a cordial relationship with all the employees. The Directors would like to acknowledge and appreciate the contribution of all employees towards the performance of the Company.

45. DISCLOSURE ABOUT THE APPLICATION AS MADE OR ANY PROCEEDING IS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE (IBC), 2016:-

During the year under review, no application has been made or any proceeding is pending under the Insolvency and Bankruptcy Code (IBC), 2016.

46. DISCLOSURE ABOUT THE DIFFERENCE BETWEEN THE AMOUNTS OF VALUATION EXECUTED AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTION ALONG WITH THE REASON THEREOF:

During the year under review, no valuation has been executed with Bankers of the Company for one time settlement hence the question of difference between the amounts of valuation at the time of one time settlement and valuation at the time of taking loan does not arise.



47. ACKNOWLEDGEMENTS AND APPRECIATIONS:-

Your Directors would like to express their appreciation for the assistance and co-operation received from the Financial Institutions, the Bankers, Government authorities, customers, vendors and shareholders during the year under review. Your Directors also wish to record their recognition of the customer support and patronage by the corporate houses in and around Surat.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, which enable the Company to deliver a good all-round record performance.

By Order of the Board of Directors
STARLINEPS ENTERPRISES LIMITED

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858

Place: Surat
Date: 31/08/2022

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat, India



“ANNEXURE – 1” TO THE DIRECTORS’ REPORT

RATIO OF DIRECTORS’ REMUNERATION TO MEDIAN EMPLOYEES’ REMUNERATION AND OTHER DISCLOSURE

[Pursuant to Sub-Section (12) of Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (i) The percentage increase in remuneration of each Director and KMP during the financial year 2021-22 and ratio of each director to the median remuneration of the employees of the Company for the financial year 2021-22 are as under:

(Amount. in Rs.)

| Sr. No. | Name of Director/KMP and Designation | Remuneration of Director/KMP for financial year 2021-22 | % increase in Remuneration in the financial year 2021-22 | Ratio of remuneration of each Director to median remuneration of employees |
|---------|---|---|--|--|
| 1 | Mr. Shwetkumar Koradiya Chairman & Managing Director | 6,00,000 | 0.00% | 1.33 |
| 2 | Mr. Hardikbhai Patel Whole Time Director and Chief Financial Officer | 0 | 0.00% | 0.00 |
| 3 | Mr. Brijeshkumar Mali # Independent Director | 6,000 | NA | 0.01 |
| 4 | Mr. Paresh Lathiya # Independent Director | 6,000 | NA | 0.01 |
| 5 | Mrs. Jenish Bhavsar Independent Director | 24,000 | 0.25% | 0.05 |
| 6 | Mrs. Bhumika Jariwala Independent Director | 22,500 | 3.00% | 0.05 |
| 7 | Mrs. Neha Patel # Independent Director | 21,000 | NA | 0.05 |
| 8 | Mr. Yashkumar Trivedi # Independent Director | 4,500 | NA | 0.01 |
| 9 | Ms. Khushboo Modi Company Secretary | 2,75,000 | -4.17% | NA |

Directorship/Employment is for part of the period, either in current year or in previous year. Hence, percentage increase in remuneration is not provided.

- (ii) In the financial year 2021-22, there was decrease of 6.25% in the median remuneration of employees. Median Remuneration of employees for FY 2021-22 is Rs. 4.50 Lakh.
- (iii) As on 31st March, 2022, there were Six (6) permanent employees on the rolls of the Company.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and points out if there are any exceptional circumstances for increase in the managerial remuneration: In the last financial year, average percentile decrease in the salaries of the employees other than the managerial personnel was 26.19% and there was no increase in managerial remuneration. Since there is no increase in managerial remuneration, the comparison is not provided. The increases in remuneration are as per the policy of the Company and are based on their potential, performance and contribution made by the employees in the Company.
- (v) Affirmation that the remuneration is as per the Remuneration policy of the Company: It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other employees of the Company.



By order of the Board of Directors
For STARLINEPS ENTERPRISES LIMITED

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858

Place: Surat
Date: 31/08/2022

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat, India



“ANNEXURE – 2” TO THE DIRECTORS’ REPORT

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
(CIN: L36910GJ2011PLC065141)
Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **STARLINEPS ENTERPRISES LIMITED** (formerly known as Starline Precious Stone Limited) (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2022**, generally complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;



- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during Audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit period);**
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during Audit period);**
 - (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during Audit period);**
 - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client **(Not applicable to the Company during Audit period);**
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during Audit period);** and
 - (k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during Audit period).**
- (vi) The Company being engaged in trading activity is not attracting any sector specific laws.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (with respect to Board and General Meetings) issued by The Institute of Company Secretaries of India (ICSI),
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and proper system is in place which facilitates/ensure to capture and record the dissenting member's views, if any, as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



I further report that during the audit period, except for the below event, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

- (i) During the year, Equity Shares of the Company has been migrated from BSE SME Platform to BSE Mainboard platform of the Exchange w.e.f. 02-11-2021 vide its letter number LO/Migration/SC/MIG-TP/255/2021-22.

Place: Surat
Date: 31/08/2022

MANISH R. PATEL
Company Secretary in Practice
ACS No: 19885
COP No. : 9360
Peer Review No. : 929/2020
ICSI Unique Code: I2010GJ763400
ICSI UDIN: A019885D000860208

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



Annexure A

To,
The Members,
STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
(CIN: L36910GJ2011PLC065141)
Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I further, report that the Compliance by the Company of applicable Financial Laws like Direct and Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Surat
Date: 31/08/2022

MANISH R. PATEL
Company Secretary in Practice
ACS No: 19885
COP No. : 9360
Peer Review No. : 929/2020
ICSI Unique Code: I2010GJ763400
ICSI UDIN: A019885D000860208



“ANNEXURE – 3” TO DIRECTORS’ REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This chapter on Management’s Discussion and Analysis (“MD&A”) is to provide the stakeholders with a greater understanding of the Company’s business, the Company’s business strategy and performance, as well as how it manages risk and capital.

The following management discussion and analysis is intended to help the reader to understand the results of operation, financial conditions of StarlinePS Enterprises Limited

(1) ECONOMIC OVERVIEW, INDUSTRY STRUCTURE AND DEVELOPMENTS:

World Economy and Jewellery Industry Trends

The global economic scenario has been impacted through the entire year by several factors like Covid-19, Government interventions to revive respective economies, travel restrictions, supply chain constraints and Geo-political tensions. This is an evolving situation and the Indian Gems and Jewellery industry has done reasonably well in these trying conditions.

COVID-19 or after effects of COVID-19 continued to impact operations and due to severe impact during the second and third wave in India and also affected business of our customers during the year. The impact was intermittent till early last quarter but there was a significant increase in jewellery sales due to pent up demand.

Due to Significant government support, positive vaccination programs and relaxation in COVID restrictions turned things around and started inducing customers to buy Jewellery for events like wedding and festivals. The jewellery industry has also been helped by a shift in consumer preferences from spending in travel and entertainment to luxury products like Jewellery

INDIAN ECONOMY:

India’s Gems and Jewellery sector is hit by a double whammy this year impacting its growth dramatically. The sector that grew 45-50 per cent in the financial year 2021-2022 (on a low base of FY 2020-2021) is likely to grow by only 1-3 per cent in the current fiscal in value terms, according to the CRISIL SME Tracker reported in Business Standard. The rise in import duty to 12.50 per cent (an increase by 500 basis points) and the supply chain disruptions caused by the war in Russia and Ukraine are leading to a decrease in the quantum of exports.

According to the report, domestic demand, which makes up for 55-60 per cent of total sales by value in FY2022, increased in Quarter (Q1) of the current financial year, due to the low base. The growth narrative is likely to be subdued due to the hike in import duty. Domestic demand will also get impacted due to the rise in the gold price but it is likely to positively impact SMEs, especially in gems and jewellery clusters of Thrissur and Coimbatore that deal in plain gold and traditional jewellery.

The diamond cluster in Surat might also be impacted due to the supply chain disruptions and high base effect. Due to the invasion of Ukraine, the US and Europe have imposed sanctions on Russia which has impacted the import of diamonds in India and hence, is hitting the polishing industry. However, the recently signed India-UAE free trade agreement has led to the removal of the five per cent duty on gold jewellery boosting exports from India.

The Company is engaged in only one Business i.e. Trading of Precious Metals, Stones & Jewellery. The Company expects that these businesses will persist in the coming years. The Company is a part of an Industry, which largely operates through unorganized constituents. However, unlike the industry, the Company has attempted to operate through as systematic and organized manner as possible. Since, Diamond and Jewellery is one industry, in which India holds commendable position in the world, one can look forward to more international involvement coming up in this industry.



(2) **OPPORTUNITY AND THREATS:**

❖ **Opportunities**

Diamond and Jewellery volumes in India have remained resilient over the years aided by strong cultural affinity or the yellow metal and stable returns from the asset class. The major growth drivers for the industry are:

- Stable asset class
Gold has historically been one of the most stable assets providing investors best returns over a long-term horizon, compared to other assets.
- An essential part of Indian culture
Jewellery in India has traditionally been an integral part of weddings and festivals. Indian customers often purchase contemporary jewellery as a form of self-expression and this has led to evolution of distinct targeted collections including wedding wear, work wear, regular or daily wear and fashion wear as well as very premium limited edition signature collections.
- Increasing affordability
Rapidly expanding economy, increasing urban per capita income and government's focus to double farmers' income by 2022, huge opportunities will open up with increasing affordability of this segment.
- Rising female workforce
Better job opportunities, rising demand for skilled and professional workforce and rapid urbanization are leading to increasing share of women in workforce. And by virtue of women being the primary consumers of jewellery, their increasing entry into workforce and disposable income are likely to drive the demand, going forward.
- E-commerce
With the rising internet penetration in the country, e-commerce is gaining significant boost with rising consumer confidence along with the advantage of ease in shopping, lucrative discounts, access to wider variety, free shipping, and quality assurance. Though, an online sale through online channel is currently miniscule, it is gaining importance facilitating jewellers in reaching out to more customers. Also, easing of travel restrictions will help in participating in trade shows, tap new customers and understand jewellery trends and concepts in a better way.
- Government support
Realizing the sector's potential, the Government has identified it to be a focused area for export promotion. Adopting policies of 'Make in India' and 'Design in India' there is a strong intent to push growth. The Government has also undertaken various measures to promote investments and upgrade technology & skills to promote 'Brand India' in the international market.

More and more benefits and exemptions are likely to come in the way of exports in Special Economic Zones. The Company, having commendable exports and being situated in SEEPZ-SEZ, is likely to receive the advantage of the same.

❖ **Threats**

- Fast-changing fashion trends
Diamond and Jewellery, being a vital fashion and lifestyle statement, demands the players to be more agile and responsive to the constantly evolving trends and consumer preferences.
- Regulatory framework
Changes in regulations and stringent compliances may cause temporary blip in sales during the transition period.



➤ Liquidity crisis

The industry is highly capital intensive in nature with long working capital cycles, since the jewellery conversion from gold typically requires 15 days. Strength of the balance sheet and access to easy credit is often required to facilitate and sustain ease in operations.

(3) OUTLOOK:

The Company has exceeded expectations in the current year inspite of severe impacts of COVID domestically and restricted travel and lockdown conditions in various countries. The company continues to invest in product development, efficient processes and skilled manpower to improve products and services for our customers. We expect to achieve higher growth and market share in the current year keeping in view the evolving geo political situation and macro-economic conditions in India and across the globe.

(4) RISK AND CONCERNS:

Following can be some of the risks and concerns the Company needs to be wary of:

- The largely unorganized structure of the market can affect the systematic functioning of the Company.
- The major income component of the Company being exports, changes in economies or government policies of the countries to which the Company is exporting may also affect the operations of the Company.
- Geo political tensions and impact of war is seen in fluctuating raw materials prices like gold and diamonds. Also currency rate fluctuations due to this global scenario can impact business.
- There is an increased global outlook of rising interest rates and inflation which can adversely impact wider economy and thus Gems and Jewellery business as well.
- Competition amongst manufacturers and exporters remains a concern for jewellery manufacturing from countries that are lifting COVID travel restrictions recently.

(5) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. An extensive programme of internal audits and management reviews supplements the process of internal financial control framework. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting. The Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

(6) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

The Income from Operation of your Company for the year 2021-22 was decreased to Rs. 16,16,67,463.70/- as against Income from operation of Rs. 18,51,87,727.00/- of the previous year. However due to lower expenditure incurred during the year under review, the Net Profit after tax of the Company was increased to Rs. 30,71,388.87/- for the current year as against the Net Profit After Tax of Rs. 16,05,150.65/- of the previous year.



(7) HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Company's human resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company acknowledges that its principal asset is its employees. The expertise of the management team, the professional training provided to the staff, their personal commitment and their spirit of teamwork together enhance the Company's net worth. The total numbers of employees as on 31st March, 2022 were 6 (Six).

The Company considers that its relationship with its employees is vital and ensures that employees feel valued and is endeavoring to create an environment and culture within which every employee can put his best efforts and maximize his contribution. The successful conducted vaccination drive for all employees of the company is one illustration of the safe and healthy environment company endeavours to provide to the employees.

The Company ensures that all its employees remain competent through education, skills, training and experience as necessary. The Company has had cordial relations between the management and employees and an atmosphere of harmonious working to achieve the business objectives of the Company throughout the year. The Company is poised to motivate each of its employees to perform to the fullest extent possible and to appropriately reward their excellence.

(8) DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

| Sr. No. | Ratios | FY 2021-22 | FY 2020-21 | Change in Ratio |
|---------|-------------------------------|------------|------------|-----------------|
| 1 | Debtors Turnover Ratio | 1.71 | 1.03 | 66.25 |
| 2 | Inventory Turnover Ratio | 20.23 | 3.04 | 565.87 |
| 3 | Interest Coverage ratio | 0.00 | 0.00 | 0.00 |
| 4 | Current Ratio | 36.98 | 99.17 | -62.71 |
| 5 | Debt Equity ratio | 0.00 | 0.00 | 0.00 |
| 6 | Operating Profit Margin ratio | 0.06 | 0.04 | 66.93 |
| 7 | Net Profit Margin | 0.02 | 0.01 | 116.01 |
| 8 | Return on Net Worth | 0.014 | 0.007 | 91.35 |

*Previous year's Figures have been regrouped / rearranged wherever necessary.

NOTES FOR CHANGE IN RATIOS:

1. Debtors Turnover Ratio - This ratio is increased due to the timely collection of its receivables from the customers who pay their debts quickly.
2. Inventory Turnover Ratio –It is increased due to the increase in the demand of the Company's product and good order management of stock during the year under review.
3. Current Ratio - Current Ratio is decreased due to increase in the current liabilities of the Company.
4. Operating Profit (EBIDTA) and Net Profit Margin – Both ratios are increased due to the lower expenditure incurred during the year under review.
5. Return of Net Worth – It is increased due to higher profitability in the Company during the year under review.



(9) CAUTIONARY STATEMENT:

This document contains forward-looking statements about expected future events, financial and operating results of the Company. These forward-looking statements are based on assumptions and the Company does not guarantee the fulfillment of the same. These statements may be subject to risks and uncertainties. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of StarlinePS Enterprises Limited's Annual Report, 2021-22.

By order of the Board of Directors
For STARLINEPS ENTERPRISES LIMITED

Place: Surat
Date: 31/08/2022

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat, India



“ANNEXURE – 4” TO THE DIRECTORS’ REPORT

CORPORATE GOVERNANCE REPORT

A. COMPANY’S CORPORATE GOVERNANCE PHILOSOPHY :-

Your Company’s philosophy on Corporate Governance is for promoting fairness, transparency, accountability and integrity in conducting the business of the Company to achieve sustained growth and maximum value for all its stakeholders. The rights of the shareholders are honoured, their grievances are redressed well in time and important information is shared with them. The Company follows principles governing disclosures and obligations as enshrined in the Regulation 4 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company strives to ensure that best Corporate Governance practices are identified, adopted and consistently followed. Company’s philosophy on Corporate Governance is to ensure that the:

- (i) Board and Top Management of the Company are fully apprised of the Company’s affairs which are aimed at assisting them in the efficient conduct of the Company so as to meet Company’s obligation to the Shareholders.
- (ii) Board exercises its fiduciary responsibilities towards Shareholders and Creditors so as to ensure high accountability.
- (iii) To protect and enhance Shareholders’ value.
- (iv) Disclosure of every information to the present and potential Investors is maximized.
- (v) Decision making process in the Company is transparent and is backed by documentary evidence.

B. BOARD OF DIRECTORS:-

(i) Composition:

Your Company has 6(Six) Directors on the Board as on 31st March, 2022. Out of the 6(Six) Directors, 4(Four) Directors are Non-Executive Independent Directors and 1(One) director is Promoter Executive Director and 1(One) director is Professional Executive Director. The profiles of the Directors can be found on <http://www.starlineps.com/about.html>. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

In compliance with the applicable provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board represents a desired mix of experience, knowledge and gender. The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors with one woman director and more than fifty percent of the Board of Directors comprises non-executive directors with the strength of fifty percent independent directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

(ii) Number of Board Meetings:

The meetings of the Board of Directors are scheduled well in advance and generally held at the Company’s Registered Office. During the year under review, 6 (Six) Board Meetings were held by the Company. All the board meetings have been held within the prescribed time gap of 120 days as per the provisions of the Section 173 of the Companies Act, 2013. The Agenda for the Board, General as well as Committee Meetings together with the appropriate supporting documents and relevant information were circulated in advance of the meetings to enable the Board to take the informed decisions. The last Board Meeting of financial year 2020-21 was held on 18th March, 2021. Below given table is showing the number of meetings held during the year under review:



| Sr. No. | Date of Board Meeting | Gap between two meetings |
|---------|---------------------------------|--------------------------|
| 1. | 28 th June, 2021 | 101 days |
| 2. | 26 th July, 2021 | 27 days |
| 3. | 23 th August, 2021 | 27 days |
| 4. | 29 th October, 2021 | 66 days |
| 5. | 11 th February, 2022 | 104 days |
| 6. | 31 st March, 2022 | 47 days |

The 10th Annual General Meeting of the Company was held on 27th September, 2021.

(iii) Details of attendance at the Board Meetings, Last Annual General Meeting and Shareholding of each Director as on 31st March, 2022 are as follows:

| Name of Directors | Designation | Category | Attendance Particulars | | No. of Equity Shares held as on 31.03.2022 |
|------------------------------------|------------------------------|----------|------------------------|----------|--|
| | | | Board Meetings | Last AGM | |
| Mr. Shwetkumar Koradiya | Chairman & Managing Director | ED | 6 | Yes | Nil |
| Mr. Hardikbhai Patel | Whole Time Director | ED | 6 | Yes | Nil |
| Mr. Brijeshkumar Mali* | Director | NEID | 1 | NA | Nil |
| Mr. Paresh Lathiya* | Director | NEID | 1 | NA | Nil |
| Mrs. Jenish Bhavsar | Director | NEID | 5 | Yes | Nil |
| Mrs. Bhumika Jariwala | Director | NEID | 6 | No | Nil |
| Mrs. Neha Patel [@] | Director | NEID | 5 | Yes | Nil |
| Mr. Yashkumar Trivedi [^] | Director | NEID | 3 | Yes | Nil |

* Ceased w.e.f. 30-06-2021, @ Appointed w.e.f. 01-07-2021, ^ Appointed w.e.f. 23-08-2021.

ED – Executive Director, NEID – Non Executive Independent Director

The necessary quorum was present for all the meetings.

Name of other listed entities where directors of the Company is Directors and the category of Directorship as on 31st March, 2022:

| Name of the Director | Name of other Listed Companies in which the concerned Director is a Director | Category of Directorship |
|-------------------------|--|--------------------------|
| Mr. Shwetkumar Koradiya | -- | -- |
| Mr. Hardikbhai Patel | Nanavati Ventures Limited | NEID |
| Mrs. Jenish Bhavsar | -- | -- |
| Mrs. Bhumika Jariwala | -- | -- |
| Mrs. Neha Patel | Panth Infinity Limited | NENID |
| Mr. Yashkumar Trivedi | -- | -- |

(iv) Number of other Companies or Committees in which a Director is a Director/Member/Chairman as on 31st March, 2022:

| Name of the Director | No. of other Public Limited Companies in which Director (other than SPSL) \$\$ | No. of other Private Limited Companies in which Director | No. of Committees in which Member (other than SPSL) \$\$ | No. of Committees in which Chairman (other than SPSL) \$\$ |
|-------------------------|--|--|--|--|
| Mr. Shwetkumar Koradiya | -- | 1 | -- | -- |
| Mr. Hardikbhai Patel | 1 | -- | 2 | 1 |
| Mrs. Jenish Bhavsar | -- | -- | -- | -- |
| Mrs. Bhumika Jariwala | 1 | -- | 2 | -- |
| Mrs. Neha Patel | 1 | -- | 2 | -- |
| Mr. Yashkumar Trivedi | -- | -- | -- | -- |



\$\$ In accordance with the Regulation 26(1) of the Listing Regulations, The number of directorship excludes directorship of private companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership/Chairmanship of only Audit Committees and Stakeholders' Relationship Committees of all Public Limited Company (excluding StarlinePS Enterprises Limited) has been considered.

- None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or act as chairperson of more than five committees across all the listed entities in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2022 have been made by the Directors. None of the Directors are related to each other.
- During the year 2021-22, the Company has provided minimum information to the Board as required under Part-A of Schedule II of Regulation 17(7) of the Listing Regulations pertaining to Corporate Governance.
- The Company has not entered into any transactions during the year under report with Promoter Directors, Senior Management Staff etc. that could have potential conflict of interest with the Company at large.

(v) **Independent Directors:**

➤ **Appointment & Criteria of Selection of Independent Directors:**

Pursuant to the provisions of Companies Act, 2013 & SEBI Listing Regulations, the Nomination and Remuneration Committee considers the appointment of such a person as an Independent Director on the Board of the Company, who has an independent standing in his/her respective field or profession and possess the required skill to contribute to the maximum improvement and growth of the Company. The factors such as Qualification, positive attributes, expertise, skills, etc. are considered by the Committee for the selection of an Independent Director, in accordance to the Company's policy. At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on the Company's website at the web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Code-of-Conduct/Code-for-Independent-Director.pdf>.

➤ **Familiarization Program to Independent Directors:**

As per Regulation 25(7) of the Listing Regulations, Familiarisation Program has been carried out by the Company for the Independent Directors details of which has been posted on Company's website at the web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Other/Familiarisation%20Program%20for%20Independent%20Directors.pdf>

➤ **Meeting of Independent Directors:**

During the year 2021-22, the separate meeting of the Independent Director was convened on 11th February, 2022 and the business as envisaged under Regulation 25(3) of the Listing Regulations, 2015 and the Companies Act, 2013 was transacted, without the presence of non-independent directors and other members of the management.

The details of attendance at the meeting are given below:

| Name of Directors | Designation | Meeting attended |
|-----------------------|-------------|------------------|
| Mrs. Neha Patel | Chairman | Yes |
| Mr. Yashkumar Trivedi | Member | Yes |
| Mrs. Jenish Bhavsar | Member | Yes |
| Mrs. Bhumika Jariwala | Member | Yes |



➤ **Declaration by Independent Directors and Confirmation of the Board:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(9) of the Listing Regulations the Board of Directors of the Company has taken on record the declaration and confirmed the same after undertaking due assessment of the veracity of such declarations.

➤ **Resignation by Independent Directors:**

During the year, no director resigned before expiry of their term from the post of an Independent Director of the Company. However, the Company has received Letter from Mr. Brijeshkumar Mali (DIN: 07385024) and Mr. Pares Lathiya (DIN: 07551263) expressing their unwillingness for reappointment as an Independent Director on the Board for their Second Term.

(vi) **Matrix of skills/expertise/competencies of the Board of Directors:**

The Board of the Company comprises of qualified members with the required skills, competence and expertise for effective contribution to the Board and its Committee. The Board members are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance.

The table below summarizes the list of core skills/ expertise/ competencies identified by the Board of Directors for effectively conducting the business of the Company and are available with the Board. The table also mentions the specific areas of expertise of individual Director against each skill/ expertise/ competence:

| Core skills/ expertise/ competencies | Name of Director |
|---|--|
| Operations | Mr. Shwetkumar Koradiya Mr. Yashkumar Trivedi |
| Finance | Mr. Shwetkumar Koradiya Mr. Yashkumar Trivedi Mr. Hardikbhai Patel |
| Legal | Mr. Shwetkumar Koradiya Mrs. Neha Patel |
| Compliance/ Corporate Governance | Mrs. Neha Patel Mrs. Bhumika Jariwala |
| Business Development | Mr. Shwetkumar Koradiya Mr. Hardikbhai Patel Mrs. Jenish Bhavsar |
| Information Technology | Mr. Shwetkumar Koradiya Mr. Hardikbhai Patel |

(vii) **Code of Conduct:**

The Company has always encouraged and supported ethical business practices in personal and corporate behaviour by its directors and employees. The Company has framed a Code of Conduct for Board Members and Senior Management Staff of the Company. The Board Members and Senior Management Staff have affirmed compliance with the said Code of Conduct. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on Company's website www.starlineps.com.

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. A signed declaration by the Managing Director to this effect forms part of this report as **Annexure-A**.



Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

(viii) Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition & Insider Trading) Regulation, 2015 with a view to regulate the trading in securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of shares of the Company by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the code. All Directors and the designated Employees have confirmed compliance with the code. The detailed Code of Conduct for Prevention of Insider Trading is posted on Company's website at the web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Code-of-Conduct/Code%20of%20Conduct%20for%20prevention%20of%20Insider%20Trading.pdf>

(ix) Note on Directors seeking Appointment:

The Notes on Directors seeking Appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 of the General Meeting are enclosed as an annexure with the Notice of 11th Annual General Meeting of the Company.

(x) Board and Director's Evaluation and Criteria for evaluation:

During the year, the Board has carried out an annual evaluation of its own performance, of its Directors, as well as of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board evaluation include inter alia, degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The criteria for evaluation of Individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to KMPs.

The criteria for evaluation of the Committees of the Board include degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

C. COMMITTEES OF THE BOARD:-

The Board Committees play a crucial role in the governance structure of the Company. The Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.



The Board has currently established the following 3 (Three) Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

I. Audit Committee:

- (i) The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors of the Company and oversees the financial reporting process.

The Company has an Audit Committee with scope of activities as set out in Part C of Schedule II with reference to the Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 177 of the Companies Act, 2013. The Committee acts as a link between the Statutory, Internal Auditors and the Board of Directors of the Company. The broad terms of reference of the Audit Committee are as under:

a. Financial Reporting and Related Processes •

- Oversight of the Company's financial reporting process and disclosure of its financial information.
- Reviewing with the Management the quarterly unaudited financial results and Auditors Review Report thereon and make necessary recommendation to the Board.
- Reviewing with the Management audited annual financial statements and Auditors' Report thereon and make necessary recommendation to the Board. This would, inter-alia, include reviewing changes in the accounting policies, if any, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements arising out of audit findings, disclosure of related party transactions, compliance with legal and other regulatory requirements with respect to the financial statements.
- Reviewing the Management Discussion & Analysis of financial and operational performance and Board's Report.

b. Internal Controls and Governance Processes:

- Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.
- Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.

c. Audit & Auditors:

- Review and monitor Auditor's Independence and performance and effectiveness of Audit process.
- Reviewing with the management, performance of internal and statutory auditors and adequacy of internal control systems.
- Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.
- Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.



- (ii) The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.
- (iii) During the financial year 2021-22, the Audit Committee met 4 (Four) times on 28th June, 2021, 23rd August, 2021, 29th October, 2021 and 11th February, 2022, and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings. The Chief Financial Officer, the Internal Auditors, the Statutory Auditors are also invited to the Committee Meetings as and when necessary.
- (iv) The details of composition of the Committee and their attendance at the meetings are given below:

| Name | Designation | Category | No. of Meetings attended |
|------------------------------------|-------------|----------|--------------------------|
| Mrs. Neha Patel [^] | Chairman | NEID | 3 |
| Mr. Brijeshkumar Mali * | Chairman | NEID | 1 |
| Mr. Paresh Lathiya* | Member | NEID | 1 |
| Mrs. Jenish Bhavsar | Member | NEID | 4 |
| Mrs. Bhumika Jariwala [^] | Member | NEID | 3 |

NEID: Non-Executive Independent Director

* Ceased w.e.f. 30th June, 2021.

[^] The Board has appointed Mrs. Neha Patel (DIN: 08851139) and Mrs. Bhumika Jariwala (DIN: 08841902) Independent Directors, as the Chairman and Member of the Audit Committee respectively w.e.f. 1st July, 2021.

- (v) The Minutes of all the Audit Committee Meetings were noted at the respective Board Meetings of the Company.

II. Nomination and Remuneration Committee:

- (i) The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (ii) During the Financial year 2021-22, 4 (Four) meetings of the Nomination and Remuneration Committee were held on 28th June, 2021, 23rd August, 2021, 11th February, 2022 and 31st March, 2022. The composition of the Committee and their attendance at the meetings are given below:

| Name | Designation | Category | No. of Meeting attended |
|------------------------------------|-------------|----------|-------------------------|
| Mrs. Neha Patel [^] | Chairman | NEID | 3 |
| Mr. Brijeshkumar Mali * | Chairman | NEID | 1 |
| Mr. Paresh Lathiya* | Member | NEID | 1 |
| Mrs. Jenish Bhavsar | Member | NEID | 3 |
| Mrs. Bhumika Jariwala [^] | Member | NEID | 3 |

NEID: Non-Executive Independent Director

* Ceased w.e.f. 30th June, 2021.

[^] The Board has appointed Mrs. Neha Patel (DIN: 08851139) and Mrs. Bhumika Jariwala (DIN: 08841902) Independent Directors, as the Chairman and Member of the Audit Committee respectively w.e.f. 1st July, 2021.

- (iii) The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee and remained present in all meetings except in last meeting dated 31st March, 2022 due to cessation from the post of Company Secretary w.e.f. 28th February, 2022.
- (iv) The Minutes of all the Nomination and Remuneration Committee Meetings were noted at the respective Board Meetings of the Company.
- (v) The broad terms of reference of the Nomination and Remuneration Committee are as under:



- Recommend to the Board, the setup and composition of the Board and its Committees, including the “formulation of the criteria for determining qualifications, positive attributes and Independence of a Director.” The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board, the appointment or reappointment of Directors.
- Devise a policy on Board diversity.
- Recommend to the Board, appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee).
- Recommend to the Board, the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of the employees. Company’s policy on appointment and remuneration of Directors and Key Managerial Personnel Pursuant to Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee (NRC) has formulated “Nomination and Remuneration Policy” which deals inter-alia with the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Nomination%20&%20Remuneration%20Policy.pdf>.
- On an annual basis, recommend to the Board, the remuneration payable to the Directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and Executive team).
- Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

(vi) Remuneration of Directors :

At the time of appointment or re-appointment, the Executive and Non-Executive Independent Director Directors have been paid remuneration and/or fees in accordance with Nomination and Remuneration Policy of the Company and in consultation with the Nomination and Remuneration Committee and subject to the approval of the Members of the Company in General Meeting under the Companies Act, 2013. Your Company has paid remuneration of Rs. 50,000/- p.m. to its Executive Director. Your Company has decided to pay Sitting Fees of Rs. 1500/- per meeting of Board and Committee to its Non-Executive Independent Directors during the Financial Year 2021-22. The details of Remuneration and Sitting fees paid to Executive and Non-Executive Directors respectively as on 31st March, 2022 are as under:

(Amount in Rs.)

| Name of Director | Salary (Basic & DA) | Sitting Fees | Allowances including HRA, Leaves Travel & Special Allowances | Commission for the F.Y. 2021-22 | Contribution to Provident and other Funds | Stock Option | Total | Tenure |
|---|----------------------|--------------|--|---------------------------------|---|--------------|----------|----------------------------------|
| Mr. Shwetkumar Koradiya* (Chairman & Managing Director) | 6,00,000 | - | - | - | - | - | 6,00,000 | Upto 30 th June, 2025 |
| Mr. Brijeshkumar | - | 6,000 | - | - | - | - | 6,000 | Ceased w.e.f. |



| | | | | | | | | |
|--|---|--------|---|---|---|---|--------|--|
| Mali (Independent Director) | | | | | | | | 30 th June, 2021 |
| Mr. Paresh Lathiya (Independent Director) | - | 6,000 | - | - | - | - | 6,000 | Ceased w.e.f. 30 th June, 2021 |
| Mrs. Jenish Bhavsar (Independent Director) | - | 24,000 | - | - | - | - | 24,000 | Upto 2 nd Novem ber, 2023 |
| Mrs. Bhumika Jariwala (Independent Director) | - | 22,500 | - | - | - | - | 22,500 | Ceased w.e.f. 30 th Septem ber, 2022 |
| Mrs. Neha Patel (Independent Director) | - | 21,000 | - | - | - | - | 21,000 | Upto 30 th June, 2026 |
| Mr. Yashkumar Trivedi (Independent Director) | - | 4,500 | - | - | - | - | 4,500 | Upto 22 nd August, 2026 |

* Mr. Shwetkumar Koradiya was re-appointed as Chairman & Managing Director of the Company for further period of three years w.e.f. 1st July, 2022 to 30th June, 2025 in the 10th Annual General Meeting of the Company held on 27th September, 2021.

(vii) Performance Evaluation:

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

(viii) Remuneration Policy:

The Remuneration Policy has been approved and amended by the Board in its Board Meeting held on 2nd March, 2019. The said policy is available on the Company's website <http://www.starlineps.com/investors.html>

III. Stakeholders' Relationship Committee:

- The Stakeholders' Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- The broad terms of reference of the Stakeholders' Relationship Committee are as under:

The Stakeholders Relationship Committee approves and monitors transfers and transmission of shares and replacement, split and consolidation of share certificates. The Committee also monitors redressal of complaints received from the shareholders relating to transfers/transmission of shares, non- receipt of annual reports and transfer of credit of shares to demat accounts, dividend and other investor-related matters.



(c) During the Financial Year 2021-22, 4 (Four) meetings of the Stakeholders' Relationship Committee were held on 28th June, 2021, 26th July, 2021, 29th October, 2021 and 11th February, 2022. The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

(d) The composition of the Committee and their attendance at the meetings are given below:

| Name | Designation | Category | No. of Meeting attended |
|------------------------------------|-------------|----------|-------------------------|
| Mrs. Neha Patel [^] | Chairman | NEID | 3 |
| Mr. Brijeshkumar Mali * | Chairman | NEID | 1 |
| Mr. PareshLathiya* | Member | NEID | 1 |
| Mrs.Jenish Bhavsar | Member | NEID | 4 |
| Mrs. Bhumika Jariwala [^] | Member | NEID | 3 |

NEID: Non-Executive Independent Director

* Ceased w.e.f. 30th June, 2021.

[^] The Board has appointed Mrs. Neha Patel (DIN: 08851139) and Mrs. Bhumika Jariwala (DIN: 08841902) Independent Directors, as the Chairman and Member of the Audit Committee respectively w.e.f. 1stJuly, 2021.

(e) During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31/03/2022.

(f) The Minutes of all the Stakeholders' Relationship Committee Meetings were noted at the respective Board Meetings of the Company.

D. GENERAL BODY MEETING: -

(i) Date, Time and Venue where last three Annual General Meetings were held:

| AGM for the Financial Year ended | Date | Time | Venue | Special Resolution Passed |
|----------------------------------|----------------------------------|------------|--|--|
| 2020-21 | 27 th September, 2021 | 12:30 P.M. | Shop – F/1, 1 st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat. | No special resolution was passed in this meeting. |
| 2019-20 | 30 th November, 2020 | 12:30 P.M. | Shop – F/1, 1 st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat. | a) Appointment of Mr. Hardikbhai Patel (DIN: 08566796) as a Whole Time Director of the Company. b) Change of Name of the Company. |
| 2018-19 | 27 th September, 2019 | 3:00 P.M. | M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat–395007, Gujarat. | Change of Name of the Company. |

(ii) Extra-ordinary General Meeting:

During the year, No Extra-ordinary General Meeting was held by the Company.



(iii) Details of Special Resolutions passed during the financial year 2021-22 through Postal Ballot:

The Special Resolution was passed through Postal Ballot for Migration from SME Platform of BSE Limited to Main Board of BSE Limited. Mr. Manish R. Patel (COP: 9360), Practicing Company Secretary, Surat, was appointed as the Scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report on Postal Ballot on 2nd September, 2021.

The Postal Ballot is conducted in accordance with the provisions contained in Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. Owing to the threat posed by Covid-19 and in terms of various MCA Circulars and SEBI circulars, the Shareholders are provided the facility to vote only through the remote e-voting process. The Postal Ballot Notice was sent to the Members, whose names appear on the Register of Members and List of Beneficial Owners as on 23rd July, 2021. The Members whose names appear on the Register of Members/List of Beneficial Owners as on 30th July, 2021 was considered for the purpose of e-voting.

The voting results along with the Scrutinizer's Report are also available on the website of StarlinePS Enterprises Limited (www.starlineps.com) and communicated to the Stock Exchange.

E. MEANS OF COMMUNICATIONS: -

- a) Your Company has listed on SME Platform of BSE Limited on 8th May, 2017. However, upon Migration from SME to Main Board Platform, filing of Quarterly results and its publication in newspaper were applicable w.e.f. 1st November, 2021. The Unaudited quarterly/half yearly financial results are announced within forty-five days from the close of the quarter. The audited annual results are announced within sixty days from the closure of financial year as per the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.
- b) The approved financial results are forth with sent to the Stock Exchanges and are published in English Newspaper and a newspaper published in a regional language within forty-eight hours of the approval thereof.
- c) The quarterly results, shareholding pattern, quarterly compliances, contact information of designated employees who are responsible for assisting and handling the investors grievance and all other corporate communication to the Stock Exchanges viz, The BSE Limited are filed electronically. The Company has complied with filing submission through BSE's BSE Listing Centre. The same information is updated on the website viz. www.starlineps.com within the prescribed time limit.
- d) SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

F. GENERAL SHAREHOLDERS INFORMATION: -

| | | |
|-----------|-----------------------------------|--|
| 1. | AGM : Date, Time and Venue | The 11 th AGM will be held on Monday, the 26 th September, 2022 at 12.30 p.m. Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") |
| 2. | Financial Year | Financial Year 2021-22 consists of 12 (Twelve) months starting from 1 st April, 2021 to 31 st March, 2022. |
| 3. | Dividend Payment Date | During the year, the Company has declared final dividend for the year ended 2021 in AGM 2021. In addition, the company has also declared interim dividend during the year 2021-22. Final Dividend: 27 th September, 2022 Interim Dividend: 11 th February, 2022 (Payment made after making adjustment of TDS in the dividend of member as per Income Tax Act, 1961) |
| 4. | Unpaid Dividend | The Interim Dividend amounting to Rs. 6134.60/- which remained unclaimed by the shareholders after the expiry of 30 days from the |



| | | |
|-----|---|---|
| | | date of declaration of an Interim Dividend. The said amount was transferred to the account called “Unpaid Equity Dividend Account” as required under section 124 of the Companies Act 2013. The Company had also placed on its website a Statement of Unclaimed/Unpaid Dividend as on 31 st March, 2022. |
| 4. | Listing on Stock Exchange | BSE Limited (Main Board) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra The approval has been granted for Migration of Equity Shares of Starlineps Enterprises Limited from BSE SME Platform to BSE Main Board Platform w.e.f. 1 st November, 2021. |
| 5. | Payment of Annual Listing Fees | The Listing fees for Financial Year 2022-23 has been paid to the Stock Exchange. The custodial fees have been paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL) for the Financial Year 2022-23. |
| 6. | Stock Code | BSE: 540492 |
| 7. | Security ISIN No. | INE594W01034 |
| 8. | Cut-off Date | 19 th September, 2022 |
| 9. | Date of Book Closure | 20 th September, 2022 to 26 th September, 2022 |
| 10. | Investor Services – Queries / Complaints during the period ended | During the period from 1 st April, 2021 to 31 st March, 2022, no queries/complaints/requests were received by the Company from the Shareholders and Investors. |
| 11. | Company’s Registration Number | CIN of the Company is L36910GJ2011PLC065141. |
| 12. | Registered Office | Shop – F/1, 1 st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat. |
| 13. | Company’s Website | www.starlineps.com |
| 14. | E-mail Address | info@starlineps.com |

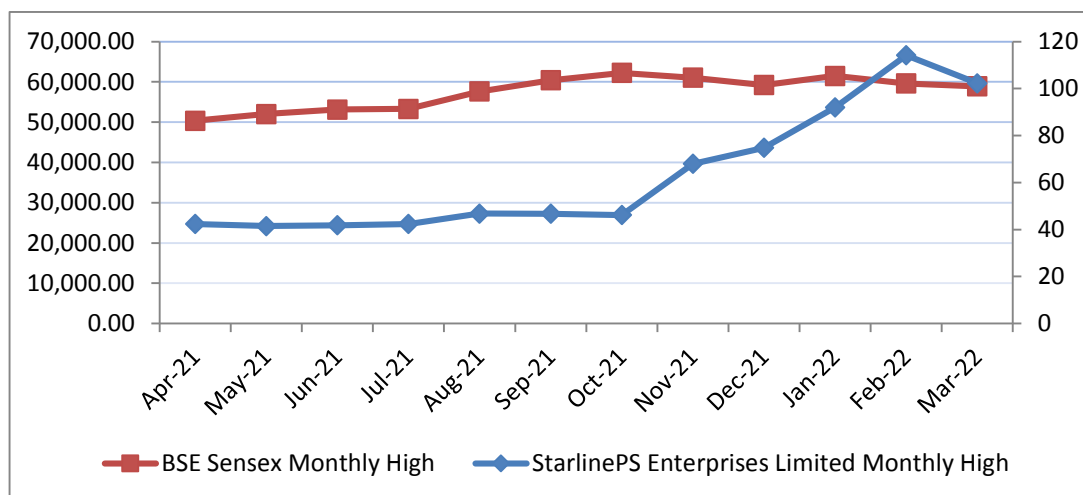
15. Market Share Price data (at BSE):-

The Performance of our stock for the last financial year ended on 31st March, 2022 is tabulated below:

| Month | Stock Market Price | |
|----------------|-----------------------------|----------------------------|
| | Month’s High Price (Rs.) | Month’s Low Price (Rs.) |
| April-2021 | 42.40 | 39.90 |
| May-2021 | 41.50 | 40.05 |
| June-2021 | 41.80 | 40.10 |
| July-2021 | 42.40 | 40.10 |
| August-2021 | 46.80 | 41.50 |
| September-2021 | 46.75 | 40.00 |
| October-2021 | 46.20 | 40.70 |
| November-2021 | 68.00 | 40.55 |
| December-2021 | 74.80 | 51.10 |
| January-2022 | 91.95 | 64.80 |
| February-2022 | 114.20 | 76.20 |
| March-2022 | 102.25 | 75.65 |



16. Share Price Performance compared with broad based indices :-



17. Distribution of Shareholding as on 31-03-2022:-

| Category | No. of Shareholders | % of total Shareholders | No. of Shares held | % of Shareholding |
|-----------------|---------------------|-------------------------|--------------------|-------------------|
| 1 – 5000 | 886 | 74.70 | 26583 | 0.06 |
| 5001 – 10000 | 4 | 0.34 | 5016 | 0.01 |
| 10001 - 20000 | 8 | 0.67 | 24658 | 0.06 |
| 20001 – 30000 | 14 | 1.18 | 69120 | 0.16 |
| 40001–50000 | 36 | 3.04 | 358082 | 0.83 |
| 50001 – 100000 | 80 | 6.75 | 1552986 | 3.59 |
| 100001 & above | 158 | 13.32 | 41193555 | 95.29 |
| Total | 1186 | 100.00 | 43230000 | 100.00 |
| Physical Mode | 4 | 0.34 | 532500 | 1.23 |
| Electronic Mode | 1182 | 99.66 | 42697500 | 98.77 |

18. Shareholding Pattern as on 31-03-2022:-

| Category | No. of Shares | % of Shareholding |
|---------------------------|-----------------|-------------------|
| Promoter & Promoter Group | 24150000 | 55.86 |
| NRI/OCBs | 0 | 0.00 |
| Body Corporate | 4437613 | 10.27 |
| Clearing Members | 70743 | 0.16 |
| Public | 12775375 | 29.55 |
| HUF | 1796269 | 4.16 |
| TOTAL | 43230000 | 100.00 |

19. Dematerialization of Shares & Liquidity:-

As on 31.03.2022, 98.77% of the Company's Equity Shares representing 42697500 Equity Shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

20. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-

The Company has not issued GDRs/ADRs as on 31st March, 2022. The Company does not have outstanding GDRS/ADRS/Warrants or any Convertible instruments.



21. Registrar & Share Transfer Agent :-

| BIGSHARE SERVICES PRIVATE LIMITED | |
|--|--|
| Registered Office Address E-3 Ansa Industrial Estate Saki Vihar Road Sakinaka Mumbai MH 400072, Maharashtra. Phone No.: 022 – 40430200, Fax: 022 - 28475207 Email: investor@bigshareonline.com Website: www.bigshareonline.com | Corporate Office Address Office No S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra. Phone No.: 022 –62638200, Fax: 022 - 62638299 Email: investor@bigshareonline.com Website: www.bigshareonline.com |
| Share Transfer and Dematerialisation System | The complete work related to share transfer and dematerialisation is carried out by the above stated RTA. The Managing Director and the Company Secretary of the Company individually has been authorized to approve Transfer, Transmission, Demat request and other request to process the said requests expeditiously. The summary of share transfer and related activities is presented by the Company Secretary to the Board at its meeting. |

22. Address for Correspondence for Shareholders:-

Shareholder correspondence should be addressed to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at registered office situated at E-3 Ansa Industrial Estate Saki Vihar Road Sakinaka Mumbai MH 400072, Maharashtra. or Corporate Office situated at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra. The Shareholders can reach Company's RTA by above mentioned Contact details.

Shareholders may also write to or contact the Company Secretary at the Registered Office at the following address for any assistance:

Ms. Swati Somani

Company Secretary & Compliance Officer
StarlinePS Enterprises Limited,
Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate, Surat-395001, Gujarat
Phone No.: 0261-2600343, Mob. : +91-7043999030
Email: info@starlineps.com

23. Credit Rating:-Company is not required to obtain Credit Rating.

24. Reconciliation of Share Capital Audit:-

In keeping with the requirement of the SEBI, Mr. Manish R. Patel, (COP: 9360), Practicing Company Secretary, Surat, carry out a Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

25. Certificate from Practicing Company Secretary for non-qualification of directors:-

Certificate from Mr. Manish R. Patel (COP: 9360), Practicing Company Secretary, Surat, regarding non-qualifications of Directors annexed as **Annexure - B**.



26. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:

Not Applicable

27. Discretionary Requirements

i) Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

ii) Audit Qualifications

There is no audit qualification. Every endeavour is made to make the financial statements without qualification.

iii) Reporting of Internal Auditors

Reports of Internal Auditors are placed before the Audit Committee for its review.

28. Auditors' Certificate on Corporate Governance:-

The Auditors' Certificate on Compliance with Corporate Governance, as stipulated under Schedule V-E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure-C**.

G. OTHER DISCLOSURES: -

- (i) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large: NIL
- (ii) The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors and uploaded on the Company's website at the web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Policy%20on%20Related%20Party%20Transaction.pdf>. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/Board/Shareholders, reporting and disclosure requirements in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 (Three) financial years: NIL
- (iv) In Compliance of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said mechanism provides adequate safeguards against victimization and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases.

Vigil Mechanism/Whistle Blower Policy is uploaded on the Company's website at the web link <https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf>.

No personnel have been denied access to the audit committee.



- (v) The Company has also adopted following Policies and same has been disclosed on the Company's website:

| Name of Policy | Web-Link |
|---|---|
| Policy on Materiality of Information Events | https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Policy%20on%20determination%20of%20materiality%20of%20Events%20or%20Information.pdf |
| Policy for Preservation of documents | https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Policy%20on%20preservation%20of%20documents.pdf |
| Policy on Archival of Records | https://www.starlineps.com/Investors-Relations/Code-of-Conduct&Policies/Policies/Policy%20on%20Archival%20of%20Records.pdf |

- (vi) Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has received Certificate from Chairman and Managing Director and Chief Financial Officer for the Financial Year ended 31st March, 2022. Certificate is attached as Annexure-D to this report.
- (vii) The Company has complied with all mandatory requirements of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (viii) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31st March, 2022.
- (ix) The Company has complied with the requirements of sub-paras (2) to (10) of Part C of Schedule V (Corporate Governance Report) of the Listing Regulations.
- (x) The company has complied with the Corporate Governance requirements of Regulation 17 to 27 of the Listing Regulations and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations.
- (xi) The Company has not adopted non-mandatory requirements of the Listing regulations.
- (xii) The Company has no subsidiary, so policy on material subsidiary is not applicable.
- (xiii) The Company has duly constituted Internal Complaints Committee pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, the Company had not received any complaints and no complaints were pending as on 31st March, 2022.
- (xiv) In compliance with the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has financial statements with unmodified audit opinion, and the internal auditors are directly reporting to the Audit Committee.
- (xv) The Board has accepted all recommendation of all its Committees of the Boards in the financial year ended 31st March, 2022.
- (xvi) Total fees for all services paid by the Company to M/s. Kansariwala & Chevli, Statutory Auditor:- Rs.82,875/-.

By order of the Board of Directors
For STARLINEPS ENTERPRISES LIMITED

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858

Place: Surat
Date: 31/08/2022



REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat, India



DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,
The Members of
StarlinePS Enterprises Limited

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2022. These Codes are available on the Company's website www.starlineps.com.

By order of the Board of Directors
For STARLINEPS ENTERPRISES LIMITED

Place: Surat
Date: 31/08/2022

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858



Annexure – B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
Shop – F/1, 1st Floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate, Surat – 395001, Gujarat.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of STARLINEPS ENTERPRISES LIMITED having CINL36910GJ2011PLC065141 and having registered office at Shop – F/1, 1st Floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat – 395001, Gujarat (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Directors | DIN | Date of Appointment in the Company (As per MCA Portal) |
|----------------|------------------------------------|------------|---|
| 1 | Mr. Shwetkumar Dhirajbhai Koradiya | 03489858 | 26/04/2011 |
| 2 | Ms. Jenish Ashok Bhavsar | 08264511 | 03/11/2018 |
| 3 | Mr. Hardikbhai Rajubhai Patel | 08566796 | 01/07/2020 |
| 4 | Ms. Bhumika Parag Jariwala | 08841902 | 01/09/2020 |
| 5 | Ms. Neha Saurabh Patel | 08851139 | 01/07/2021 |
| 6 | Mr. Yashkumar Sarjubhai Trivedi | 09281016 | 23/08/2021 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

MANISH R. PATEL
Company Secretary in Practice
ACS No.: 19885
COP No.: 9360
Peer Review No. : 929/2020
ICSI Unique Code: I2010GJ763400
UDIN: A019885D000860296

Date: 31/08/2022
Place: Surat



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. YatimKhana, Athwa Gate,
Surat-395001, Gujarat

Dear Sirs,

We have examined the compliance of conditions of Corporate Governance of STARLINEPS ENTERPRISES LIMITED, CIN L36910GJ2011PLC065141, for the year ended on 31st March 2022, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KANSARIWALA & CHEVLI,
Chartered Accountants

ICAI FRN: 123689W
CA HARIVADAN B. KANSARIWALA
Partner
Mem. No.: 032429
UDIN. 22032429AQUWQB4317

Place : Surat
Date : 31/08/2022



MD / CFO CERTIFICATION

To,
The Board of Directors of
StarlinePS Enterprises Limited

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2022 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) It is to the best of our knowledge and belief that no transactions entered into by the Company during the years are fraudulent, illegal or violative of the Company's code of conduct.
- c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, the deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
- e) We have indicated to the auditors and Audit committee regarding the significant changes, if any,:
 - (i) in internal control over financial reporting during the year;
 - (ii) in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For STARLINEPS ENTERPRISES LIMITED

SHWETKUMAR KORADIYA
Chairman & Managing Director
DIN: 03489858

HARDIKBHAI PATEL
Chief Financial Officer and Whole Time Director
PAN: CVJPP3938E

Place: Surat
Date: 31/08/2022

REGISTERED OFFICE:-

Shop – F/1, 1st floor, Athwa Ark Shopping Centre,
Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat, India



INDEPENDENT AUDITOR'S REPORT

To
The Members of
STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
CIN: L36910GJ2011PLC065141

Report on the Standalone Financial Statements

We have audited the accompanying Standalone IND AS financial statements of **STARLINEPS ENTERPRISES LIMITED** ("the Company"), which comprise the Balance sheet as at March 31st, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to Standalone IND AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone IND AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2022, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone IND AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of Standalone IND AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone IND AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| The key Audit Matter | How was the matters addressed in our Audit |
|--|---|
| Accounts of Intangible assets under development as per IND AS-38 are same since more than three financial years. | Our audit procedures with regard to Intangible assets under development as per management representation, information provided to us and rely on the same details, Intangible assets under development to testing phase and due to market and economical condition since more than three financial years assets yet not materialize as per expectation and as per business model. Management have plan in Financial Year 2022-2023 if assets not give future economic benefits as per business model will be look as a disposal of the assets otherwise full amount of assets expense out in Profit and Loss Account that treatment as per IND AS-38. |



Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the financial highlights, management discussion and analysis report, Company information, Notice of AGM and Directors' Report including corporate governance report but does not include Standalone IND AS financial statements and our Auditor's Report thereon. The financial highlights, management discussion and analysis report, Company information, Notice of AGM and Directors' Report including corporate governance report is expected to be made available to us after that date of this auditor's report.

Our opinion on standalone IND AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of Standalone IND AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone IND AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of Standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing Standalone IND AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerned, and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether Standalone IND AS financial statements as a whole is free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone IND AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of Standalone IND AS financial statements for the financial year ended March 31st, 2022, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

A. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India, in exercise of powers conferred by sub-section 11 of section 143 of the Act, and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure-A" attached hereto our comments on the matters specified in the paragraphs 3 and 4 of the said Order.

Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion Paragraph, in our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2022 from being appointed as a director in terms section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".



(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company does not have any pending litigations which would impact its financial position
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) & (b) above contain any material misstatement.

**As per our report of even date
For KANSARIWALA & CHEVLI,
Chartered Accountants**

**ICAI FRN: 123689W
CA HARIVADAN B. KANSARIWALA
Partner
Mem. No.: 032429
UDIN: 22032429AJWJDS1168**

Place: Surat
Date: 30/05/2022



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of STARLINEPS ENTERPRISES LIMITED of even date for the year ended March 31st, 2022.

In terms of the information and explanations sought by us and given by the company and books of accounts and records examined by us in normal course of audit and to the best of our knowledge and belief, we state that:

1. In respect of its Property Plant and Equipment and Intangible Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment property.

The Company has maintained proper records showing full particulars of intangible assets.

- (b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) As per our verification of records of company and books of accounts of company, all immovable property documents in the name of company, hence other details in tabular formats in relation to title of documents held in the name of other person, is not required to be given.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- (e) In terms of Information and explanation sought by us, and given by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that there has not been any proceeding against the company or no proceeding pending in relation to holding of Benami property by the company. Hence, no disclosure is required in the financial statements in relation to same.

2. In respect of its inventories:

- (a) The company has conducted the physical verification of inventory at reasonable intervals during the year. In our opinion and based on the information and explanation given to us, the coverage and procedure of such verification by Management is appropriate having regard to the size of the Company and nature of its operations.

(b) The company has not been sanctioned any working capital limit in excess of five crore rupees in aggregate at any points of time during the year and hence reporting under clause (ii)(b) of the Order is not require.

3. (a) The Company has provided loans during the year and the outstanding balance of loans as at March 31st, 2022, is given below:

| Particulars | Amount (in Rs.) | Balance as on 31.03.2022 (in Rs.) |
|--|-----------------|--------------------------------------|
| Loan given to The Baroda Rayon Corporation Limited | 7,34,70,000/- | 7,57,75,952/- |

(b) In our opinion the terms and conditions of the loans granted by the Company are not prejudicial to the Company's interest.

(c) The Company has granted loans to The Baroda Rayon Corporation Limited with specified terms and period of repayment.



(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) As per information and explanations provided to us and as per our examination, we report that there are no loans which have fallen due during the year and have been renewed or extended or fresh loans are granted to settle the overdue of the existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to promoters, related parties as defined under 2(76) of Companies Act, 2013 during the year. Hence, reporting under clause 3(iii) (f) is not applicable.

4. (a) In our opinion and according to the information and explanations given to us, the Company has not given any loans directly or indirectly to directors covered under section 185 of the Companies Act, 2013.

(b) In our opinion and according to the information and explanation given to us, the company has not given guarantee or has provided security in connection with loan, to any person or other body corporate as covered under section 186 of the Companies Act, 2013 and has not acquired any security of any other body corporate.

5. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, wherever applicable.

6. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

7. (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, , duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

8. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

9. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of term loans during the year or in any previous year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.



(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary, joint venture or associate.

10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

11. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies(Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

12. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

13. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with sections 177 and section 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements etc., as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act.

14. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

15. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

16. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934.Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company;



(c) The company is Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirements to report on clause 3(xvi)(c) of the order is not applicable to the company.

(d) There is no group /core investment company. Accordingly, the requirement to report on clause 3(16) of the order is not applicable to the company.

17. The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
21. The reporting under clause 3(xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

As per our report of even date
For KANSARIWALA & CHEVLI,
Chartered Accountants

ICAI FRN: 123689W
CA HARIVADAN B. KANSARIWALA
Partner
Mem. No.: 032429
UDIN. 22032429AJWJDS1168

Date: 30/05/2022
Place: Surat



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **STARLINEPS ENTERPRISES LIMITED** (“the Company”) as of March 31st, 2022 in conjunction with our audit of the Standalone IND AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone IND AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone IND AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone IND AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone IND AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of standalone IND AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting with reference to these Standalone IND AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Standalone IND AS Financial Statements

A company's internal financial control over financial reporting with reference to these Standalone IND AS financial statements is a process designed to provide reasonable assurance regarding their liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Standalone IND AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to Standalone IND AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone IND AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to Standalone IND AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone IND AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone IND AS financial statements and such internal financial controls over financial reporting with reference to these Standalone IND AS financial statements were operating effectively as at March 31st, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**As per our report of even date
For KANSARIWALA & CHEVLI,
Chartered Accountants**

**ICAI FRN: 123689W
CA HARIVADAN B. KANSARIWALA
Partner
Mem. No.: 032429
UDIN. 22032429AJWJDS1168**

Place: Surat
Date: 30/05/2022



BALANCE SHEET AS AT 31ST MARCH, 2022

| Amount in '00 | | | | |
|---|-------|--|---------------------|-------------------------|
| Particulars | Notes | As at 31-03-2022 | As at 31-03-2021 | As at 31-03-2020 |
| ASSETS | | | | |
| 1) Non-Current Assets | | | | |
| a) Property, Plant and Equipment | 2 | 4,287.29 | 2,727.28 | 2,858.61 |
| b) Investment Property | | - | - | - |
| c) Intangible Assets under development | 3 | 529,360.00 | 529,360.00 | 529,360.00 |
| d) Financial Assets | | | | |
| (i) Investments | | - | - | - |
| (ii) Trade Receivables, Non-Current | | - | - | - |
| e) Other non-current assets | | - | - | - |
| f) Deferred Tax Assets (net) | 4 | 809.44 | 947.46 | 1,069.71 |
| | | 534,456.73 | 533,034.74 | 533,288.32 |
| 2) Current Assets | | | | |
| a) Inventories | 5 | 140,871.89 | 5,574.84 | 584,366.63 |
| b) Financial Assets | | | | |
| (i) Trade Receivables | 6 | 959,550.31 | 1,800,823.67 | 1,233,582.94 |
| (ii) Cash and cash Equivalents | 7 | 3,868.97 | 7,338.44 | 1,621.78 |
| c) Short term loan and advances | 8 | 787,759.52 | 31,942.50 | 34,000.00 |
| d) Other current assets | 9 | 12,320.56 | 5,196.12 | 6,166.62 |
| | | 1,904,371.25 | 1,850,875.55 | 1,859,737.97 |
| TOTAL ASSETS | | 2,438,827.98 | 2,383,910.30 | 2,393,026.29 |
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| a) Equity Share Capital | 10 | 2,161,500.00 | 2,161,500.00 | 2,161,500.00 |
| b) Other Equity | 11 | 225,813.85 | 203,745.97 | 187,694.46 |
| | | 2,387,313.85 | 2,365,245.97 | 2,349,194.46 |
| Liabilities | | | | |
| 1) Non-Current Liabilities | | | | |
| (i) Trade Payables non-current | | - | - | - |
| 2) Current Liabilities | | | | |
| a) Financial Liabilities | | | | |
| (i) Short Term Borrowings | | - | - | - |
| (ii) Trade Payables | 12 | 30,771.83 | 3,685.65 | 33,966.84 |
| b) Other current liabilities | | - | - | - |
| c) Provisions | 13 | 20,742.30 | 14,978.68 | 9,864.99 |
| | | 51,514.13 | 18,664.33 | 43,831.83 |
| TOTAL EQUITY AND LIABILITIES | | 2,438,827.98 | 2,383,910.30 | 2,393,026.29 |
| The accompanying notes are intergral part of these financial statements | | | | |
| In terms of our report attached | | | | |
| For KANSARIWALA & CHEVLI | | For and on behalf of the Board of Directors | | |
| Chartered Accountants | | | | |
| Firm Registration No. 123689W | | | | |
| Harivadan B. Kansariwala | | Shwetkumar Koradiya | | Jenish Bhavsar |
| Partner | | Chairman & Managing Director | | Director |
| Membership No. 032429 | | DIN: 03489858 | | DIN: 08264511 |
| Peer Review No. 011854 | | | | |
| Place: Surat | | Swati Somani | | Hardikbhai Patel |
| Date: 30-05-2022 | | Company Secretary | | Chief Financial Officer |
| | | ACS: 68472 | | PAN: CVJPP3938E |



| STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022 | | | |
|---|-------|--|---------------------|
| Amount in '00 (except EPS) | | | |
| Particulars | Notes | 2021-2022 | 2020-2021 |
| I. INCOME | | | |
| Revenue from Operations | 14 | 1,616,673.93 | 1,851,877.27 |
| Other Income | 15 | 25,622.40 | 2,106.18 |
| TOTAL INCOME | | 1,642,296.33 | 1,853,983.45 |
| II. EXPENSES | | | |
| Cost of materials consumed | | | |
| Purchase of Stock in Trade | 16 | 1,673,258.31 | 1,205,376.59 |
| Changes in inventories of Finished Goods and Stock-in-Trade | 17 | (135,297.06) | 578,791.80 |
| Employee Benefit expenses | 18 | 26,450.00 | 31,310.63 |
| Finance Cost | | | |
| Depreciation and Amortisation expenses | 19 | 3,165.85 | 1,398.83 |
| Other Expenses | 20 | 34,606.61 | 17,677.85 |
| TOTAL EXPENSES | | 1,602,183.71 | 1,834,555.69 |
| PROFIT (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX | | 40,112.61 | 19,427.76 |
| III. EXCEPTIONAL ITEMS | | - | - |
| PROFIT (LOSS) BEFORE TAX | | 40,112.61 | 19,427.76 |
| IV. TAX EXPENSE | 21 | | |
| (1) Current Tax | | 9,260.71 | 3,254.00 |
| (2) Deferred Tax | | 138.02 | 122.25 |
| (3) Short Provision for Income Tax of Earlier Year | | - | - |
| TOTAL TAX EXPENSE | | 9,398.73 | 3,376.25 |
| PROFIT (LOSS) FOR THE PERIOD | | 30,713.88 | 16,051.51 |
| V. OTHER COMPREHENSIVE INCOME | | | |
| (i) Items that will not be reclassified to Profit or Loss | | - | - |
| TOTAL OTHER COMPREHENSIVE INCOME FOR | | | |
| VI. THE PERIOD (IV+V) (Comprising Profit/Loss and Other Comprehensive Income for the period) | | 30,713.88 | 16,051.51 |
| VII. EARNINGS PER EQUITY SHARE OF RS 5 EACH (BASIC AND DILUTED) | | 0.09 | 0.04 |
| The accompanying notes are intergral part of these financial statements | | | |
| In terms of our report attached | | | |
| For KANSARIWALA & CHEVLI | | For and on behalf of the Board of Directors | |
| Chartered Accountants | | | |
| Firm Registration No. 123689W | | | |
| Harivadan B. Kansariwala | | Shwetkumar Koradiya | |
| Partner | | Chairman & Managing Director | |
| Membership No. 032429 | | DIN: 03489858 | |
| Peer Review No. 011854 | | Jenish Bhavsar | |
| | | Director | |
| | | DIN: 08264511 | |
| Place: Surat | | Swati Somani | |
| Date: 30-05-2022 | | Company Secretary | |
| | | ACS: 68472 | |
| | | Hardikbhai Patel | |
| | | Chief Financial Officer | |
| | | PAN: CVJPP3938E | |



STARLINEPS ENTERPRISES LIMITED
(formerly known as Starline Precious Stone Limited)
CIN: L36910GJ2011PLC065141

| STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2022 | | | |
|--|-------------------------|-----------------|-----------------|
| Particulars | Amount in Amount in '00 | | |
| | 2021-2022 | | 2020-2021 |
| Cash flow from operating activities | | | |
| Net Profit before Tax | | 40,112.61 | 19,427.76 |
| Discontinued operations | | | - |
| Profit before income tax including discontinued operations | | 40,112.61 | 19,427.76 |
| Adjustments for | | | |
| Depreciation and amortisation expense | 3,165.85 | | 1,398.83 |
| Dividend Income | - | 3,165.85 | - |
| Operating Profit before Working Capital Changes | | 43,278.46 | 20,826.59 |
| (Increase)/Decrease in trade receivables (current and non-current) | 841,273.36 | | (567,240.73) |
| (Increase)/Decrease in inventories | (135,297.06) | | 578,791.80 |
| (Increase)/Decrease in Short term loan and advances | (755,817.02) | | 2,071.57 |
| (Increase)/decrease in other current assets | (7,124.44) | | 956.43 |
| Increase/ (Decrease) in trade payables (current and non-current) | 27,086.18 | | (30,281.19) |
| Increase/(decrease) in provision | (327.59) | | 1,859.69 |
| Cash generated from operations | | (30,206.57) | (13,842.43) |
| Income taxes paid | | (3,169.50) | - |
| Net cash inflow from operating activities | | 9,902.39 | 6,984.16 |
| Cash flows from investing activities | | | |
| (Increase)/Decrease in investments | - | | 150.00 |
| Fair Valuation of Equity Instruments reclassified through OCI | - | | - |
| Addition (Deduction) in Property Plant & Equipment and Investment Property | (4,725.86) | | (1,267.50) |
| Dividend Received | - | | - |
| Net cash used in investing activities | | (4,725.86) | (1,117.50) |
| Cash flow from financing activities | | | |
| Proceeds from issues of shares | | | |
| Proceeds from borrowings | | | |
| Transactions with non-controlling interests | | | |
| Dividend Paid | (8,646.00) | | - |
| Net cash from financing activities | | (8,646.00) | - |
| Net increase (decrease) in cash and cash equivalents | | (3,469.47) | 5,866.66 |
| Cash and cash equivalents at the beginning of the year | | 7,338.44 | 1,471.78 |
| Cash and cash equivalents at end of the year | | 3,868.97 | 7,338.44 |

| | | | | | | | |
|---|---|---|--|--|---|--|--|
| In terms of our report attached For KANSARIWALA & CHEVLI Chartered Accountants Firm Registration No. 123689W | For and on behalf of the Board of Directors | | | | | | |
| Hariyadan B. Kansariwala Partner Membership No. 032429 Peer Review No. 011854 UDIN : Place: Surat Date: 30-05-2022 | <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> Shwetkumar Koradiya Chairman & Managing Director DIN: 03489858 </td> <td style="width: 33%; vertical-align: top;"> Jenish Bhavsar Director DIN: 08264511 </td> <td style="width: 33%; vertical-align: top;"> Swati Somani Company Secretary ACS: 68472 </td> </tr> <tr> <td style="vertical-align: top;"> Hardikbhai Patel Chief Financial Officer PAN: CVJPP3938E </td> <td></td> <td></td> </tr> </table> | Shwetkumar Koradiya Chairman & Managing Director DIN: 03489858 | Jenish Bhavsar Director DIN: 08264511 | Swati Somani Company Secretary ACS: 68472 | Hardikbhai Patel Chief Financial Officer PAN: CVJPP3938E | | |
| Shwetkumar Koradiya Chairman & Managing Director DIN: 03489858 | Jenish Bhavsar Director DIN: 08264511 | Swati Somani Company Secretary ACS: 68472 | | | | | |
| Hardikbhai Patel Chief Financial Officer PAN: CVJPP3938E | | | | | | | |



Statement of Changes in Equity for the year ended 31st March, 2022

Equity Share Capital

(1) Current Reporting Period

Amount in '00

| Particulars | Balance at the beginning of the current reporting period | Changes in equity share capital due to prior period errors | Restated Balance at the beginning of current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|---|--|--|---|---|--|
| Equity Shares of Rs. 5 each fully paid up | 2,161,500.00 | - | 2,161,500.00 | - | 2,161,500.00 |

(2) Previous Reporting Period

| Particulars | Balance at the beginning of the previous reporting period | Changes in equity share capital due to prior period errors | Restated Balance at the beginning of current reporting period | Changes in equity share capital during the previous year | Balance at the end of the previous reporting period |
|---|---|--|---|--|---|
| Equity Shares of Rs. 5 each fully paid up | 2,161,500.00 | - | 2,161,500.00 | - | 2,161,500.00 |

1(One) Equity Share of the Company of Rs.10/- has been sub divided into 2 (Two) Equity Shares of Rs.5/- each w.e.f. December 23, 2020.

OTHER EQUITY :

| Particulars | Reserve and Surplus | | | | | Other Comprehensive Income | Total |
|---|---------------------|----------------------------|-------------------------------|---------------------|-------------------|---|------------|
| | Capital Reserve | Securities Premium Account | Debentures Redemption Reserve | Revaluation Reserve | Retained Earnings | Remeasurements of net defined benefit plans | |
| Balance as at 31st March' 2020 | - | 171,900.00 | - | - | 15,794.46 | - | 187,694.46 |
| Changes in accounting policy or prior period item | - | - | - | - | - | - | - |
| Restated balance at 31st March' 2020 | - | 171,900.00 | - | - | 15,794.46 | - | 187,694.46 |
| Profit for the year | - | - | - | - | 16,051.51 | - | 16,051.51 |
| Income for the year | - | - | - | - | - | - | - |
| Dividend-Equity Share | - | - | - | - | - | - | - |
| Corporate Dividend Tax | - | - | - | - | - | - | - |
| Utilized for set off of Assets | - | - | - | - | - | - | - |
| Transfer to general reserve | - | - | - | - | - | - | - |
| Transfer from retained earnings | - | - | - | - | - | - | - |
| Balance as at 31st March, 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Balance as at 31st March' 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Changes in accounting policy or prior period item | - | - | - | - | - | - | - |
| Restated balance at 31st March' 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Profit for the year | - | - | - | - | 30,851.90 | - | 30,851.90 |
| Income for the year | - | - | - | - | - | - | - |
| Dividend-Equity Share | - | - | - | - | -8,646.00 | - | -8,646.00 |
| Corporate Dividend Tax | - | - | - | - | - | - | - |
| Utilized for set off of Assets | - | - | - | - | - | - | - |
| Transfer to general reserve | - | - | - | - | - | - | - |
| Transfer from retained earnings | - | - | - | - | - | - | - |
| Balance as at 31st March' 2022 | - | 171,900.00 | - | - | 54,051.87 | - | 225,951.87 |

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date.

For Kansariwala & Chevli
Chartered Accountants
FRN 123689W

For and on behalf of the Board of Directors
STARLINEPS ENTERPRISES LIMITED

H. B. Kansariwala
Partner
Membership No. : 032429

Shwetkumar Koradiya
Chairman & Managing Director
DIN: 03489858

Jenish Bhavsar
Director
DIN: 08264511

Place : Surat
Date : 30/05/2022

Swati Somani
Company Secretary
ACS: 68472

Hardikbhai Patel
Chief Financial Officer
PAN: CVJPP3938E



Notes forming part of the financial statements

NOTE 2 Property, Plant & Equipments

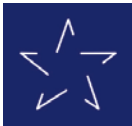
Amount in '00

| | Description of Assets | AIR CONDITION | COMPUTER | FURNITURE | PHOTO COMPOSER | Total |
|------|--|---------------|-----------------|-----------------|-----------------|------------------|
| I. | Gross Block | | | | | |
| | Balance as on April 1, 2020 | 247.50 | 2,030.01 | 5,100.00 | 3,000.00 | 10,377.51 |
| | Additions | - | 1,267.50 | - | - | 1,267.50 |
| | Disposals | - | - | - | - | - |
| | Other adjustments | | | | | |
| | Balance as on March 31, 2021 | 247.50 | 3,297.51 | 5,100.00 | 3,000.00 | 11,645.01 |
| | Additions | - | 4,725.86 | - | - | 4,725.86 |
| | Disposals | - | - | - | - | - |
| | Other adjustments | - | - | - | - | - |
| | Balance as on March 31, 2022 | 247.50 | 8,023.37 | 5,100.00 | 3,000.00 | 16,370.87 |
| | | | | | | |
| II. | Accumulated Depreciation and Impairment | | | | | |
| | Balance as on April 1, 2020 | 175.44 | 1,896.58 | 3,648.12 | 1,798.76 | 7,518.90 |
| | Depreciation for the year | 18.66 | 245.57 | 375.90 | 758.70 | 1,398.83 |
| | Disposals | - | - | - | - | - |
| | Balance as on March 31, 2021 | 194.10 | 2,142.15 | 4,024.02 | 2,557.46 | 8,917.73 |
| | Depreciation for the year | 13.83 | 2,593.96 | 278.59 | 279.47 | 3,165.85 |
| | Disposals | - | - | - | - | - |
| | Balance as on March 31, 2022 | 207.93 | 4,736.11 | 4,302.61 | 2,836.93 | 12,083.58 |
| | | | | | | |
| III. | Net Block | | | | | |
| | Balance as on March 31, 2022 | 39.57 | 3,287.26 | 797.39 | 163.07 | 4,287.29 |
| | Balance as on March 31, 2021 | 53.40 | 1,155.36 | 1,075.98 | 442.54 | 2,727.28 |

Notes forming part of the financial statements

NOTE 3 Intangible Assets under development

| | Description of Assets | Total |
|------|--|----------------|
| I. | Gross Block | |
| | Balance as on April 1, 2020 | 529,360 |
| | Additions | - |
| | Disposals | - |
| | Other adjustments | |
| | Balance as on March 31, 2021 | 529,360 |
| | Additions | - |
| | Disposals | - |
| | Other adjustments | - |
| | Balance as on March 31, 2022 | 529,360 |
| | | |
| II. | Accumulated Depreciation and Impairment | |
| | Balance as on April 1, 2020 | - |
| | Depreciation for the year | - |
| | Disposals | - |
| | Balance as on March 31, 2021 | - |
| | Depreciation for the year | - |
| | Disposals | - |
| | Balance as on March 31, 2022 | - |
| | | |
| III. | Net Block | |
| | Balance as on March 31, 2022 | 529,360 |
| | Balance as on March 31, 2021 | 529,360 |



| Aging Schedule of CWIP | | | | | |
|-------------------------------|------------------|--------------|--------------|-------------------|---------------|
| CWIP as on | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Amount in '00 |
| 31-03-22 | | | | | |
| Project in progress | - | - | - | - | - |
| Project temporarily suspended | 0 | 0 | 0 | 529360 | 529360 |
| | | | | | |
| 31-03-21 | | | | | |
| Project in progress | - | - | - | - | - |
| Project temporarily suspended | 0 | 0 | 0 | 529360 | 529360 |

Notes forming part of the financial statements

Amount in '00

Note 4 Deferred Tax Assets

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|---|----------------------|----------------------|----------------------|
| BREAK UP OF DEFERRED TAX LIABILITIES AND ASSETS INTO MAJOR COMPONENTS OF THE RESPECTIVE BALANCES: | | | |
| DEFERRED TAX ASSETS | | | |
| DEPRECIATION | 947.46 | 947.46 | 845 |
| DEFERRED TAX LIABILITIES | | | |
| DEPRECIATION | 138.02 | - | -225 |
| Total | 809.44 | 947.46 | 1,070 |

Note 5 Inventories

(Valued at lower of Cost or Net Realisable Value)

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|----------------|----------------------|----------------------|----------------------|
| Stock in Trade | 140,871.89 | 5,574.84 | 584,367 |
| Total | 140,871.89 | 5,574.84 | 584,367 |



Notes forming part of the financial statements

Note 6 Trade Receivables

Amount in '00

| Particulars | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|-------------------|----------------------|----------------------|----------------------|
| Trade Receivables | 959,550.31 | 1,800,823.67 | 1,233,583 |
| Total | 959,550.31 | 1,800,823.67 | 1,233,583 |

Trade Receivables ageing schedule

31.03.2022

| Particulars/ Period | Less Than 6 Months | 6 Months to 1 Year | 1-2 Years | 2-3 Years | 3 Years or More | Total |
|---|--------------------|--------------------|-----------|-----------|-----------------|-------------------|
| (i) Undisputed Trade receivables – considered good | 736,251.32 | 223,298.99 | - | - | - | 959,550.31 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |

31.03.2021

| Particulars/ Period | Less Than 6 Months | 6 Months to 1 Year | 1-2 Years | 2-3 Years | 3 Years or More | Total |
|---|--------------------|--------------------|-----------|-----------|-----------------|---------------------|
| (i) Undisputed Trade receivables – considered good | 982,661.00 | 818,162.67 | - | - | - | 1,800,823.67 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |

Notes forming part of the financial statements

Note 7 Cash and cash equivalents

Amount in '00

| PARTICULARS | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|---|----------------------|----------------------|----------------------|
| BALANCE WITH BANK (of the nature of cash and cash equivalents) | 3,007.54 | 6,837.56 | 1,216 |
| CASH ON HAND (Certified by Management) | 861.43 | 500.88 | 406 |
| | 3,868.97 | 7,338.44 | 1,622 |

Note 8 Short term loans and advances

| PARTICULARS | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|--|----------------------|----------------------|----------------------|
| (UNSECURED, CONSIDERED GOOD) Advance amount recoverable | 787,759.52 | 31,942.50 | 34,000 |
| | 787,759.52 | 31,942.50 | 34,000 |

Note 9 Other current assets

| PARTICULARS | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|----------------|----------------------|----------------------|----------------------|
| DEPOSITS | 1,070.00 | 1,070.00 | 500 |
| GST RECEIVABLE | 8,165.90 | 3,764.72 | 5,452 |
| TDS RECEIVABLE | 2,884.42 | 161.16 | 14 |
| VAT RECEIVABLE | 200.24 | 200.24 | 200 |
| | 12,320.56 | 5,196.12 | 6,167 |



Notes forming part of the financial statements

Note 10 Share capital

Amount in '00

| Particulars | As at 31 March, 2022 | | As at 31 March, 2021 | | As at 31 March, 2021 | |
|--|----------------------|--------------|----------------------|--------------|----------------------|--------------|
| | Number of shares | AMOUNT (Rs) | Number of shares | AMOUNT (Rs) | Number of shares | AMOUNT (Rs) |
| (a) Authorised Equity shares of Rs. 5/- each with voting rights | 44,000,000 | 2,200,000.00 | 44,000,000 | 2,200,000.00 | 22,000,000 | 2,200,000.00 |
| (b) Issued Equity shares of Rs. 5/- each with voting rights | 43,230,000 | 2,161,500.00 | 43,230,000 | 2,161,500.00 | 2,161,500 | 2,161,500.00 |
| (c) Subscribed and fully paid up Equity shares of Rs. 5/- each with voting rights | 43,230,000 | 2,161,500.00 | 43,230,000 | 2,161,500.00 | 2,161,500 | 2,161,500.00 |

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh issue | Bonus/ Split | ESOP | Conversion | Buy back | Other changes | Closing Balance |
|-----------------------------------|-----------------|-------------|--------------|------|------------|----------|---------------|-----------------|
| Equity shares with voting rights | | | | | | | | |
| Year ended 31 March, 2022 | | | | | | | | |
| - Number of shares of Rs. 10 each | 43,230,000 | - | - | - | - | - | - | 43,230,000 |
| - Amount (Rs.) | 2,161,500.00 | - | - | - | - | - | - | 2,161,500.00 |
| Year ended 31 March, 2021 | | | | | | | | |
| - Number of shares of Rs.5 each | 21,615,000 | - | 21,615,000 | - | - | - | - | 43,230,000 |
| - Amount (Rs.) | 2,161,500.00 | - | - | - | - | - | - | 2,161,500.00 |

Note: 1(One) Equity Share of the Company of Rs.10/- has been sub divided into 2 (Two) Equity Shares of Rs.5/- each w.e.f. December 23, 2020.

(ii) Terms & rights of shareholder:

The company has one class of equity shares having face value of ` 5/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | As at 31 March, 2022 | | As at 31 March, 2021 | |
|--|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights: | | | | |
| Varshaben D. Koradiya | 14050000 | 32.50% | 24,150,000 | 55.86% |
| Dhirajbhai Vaghjibhai Koradiya | 10100000 | 23.36% | - | 0.00% |
| JHD Tradecom LLP | 4405000 | 10.19% | - | 0.00% |

(iv) Disclosure of shareholding of promoters:

| Class of shares / Name of Promoters | As at 31 March, 2022 | | As at 31 March, 2021 | | % changes during the year |
|--|-----------------------|-----------------------------------|-----------------------|-----------------------------------|---------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares | |
| Equity shares with voting rights: | | | | | |
| Varshaben D. Koradiya | 14050000 | 32.50% | 24150000 | 55.86% | -23.36% |
| Dhirajbhai Vaghjibhai Koradiya | 10100000.00 | 23.36% | - | - | 23.36% |
| Total Promotor's Holding | 24150000 | 55.86% | 24150000 | 55.86% | |

(v) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

(vi) The Company has declared an Interim Dividend of Re. 0.01/- per share on face value of Rs. 5/- each for the Financial Year ended 31st March, 2022. There is no dividend paid proposed during the year other than above.



Statement of Changes in Equity for the year ended 31st March, 202

Amount in '00

OTHER EQUITY :

| Particulars | Reserve and Surplus | | | | | Other Comprehensive Income | Total |
|---|---------------------|----------------------------|-------------------------------|---------------------|-------------------|---|------------|
| | Capital Reserve | Securities Premium Account | Debentures Redemption Reserve | Revaluation Reserve | Retained Earnings | Remeasurements of net defined benefit plans | |
| Balance as at 31st March' 2020 | - | 171,900.00 | - | - | 15,794.46 | - | 187,694.46 |
| Changes in accounting policy or prior period item | - | - | - | - | - | - | - |
| Restated balance at 31st March' 2020 | - | 171,900.00 | - | - | 15,794.46 | - | 187,694.46 |
| Profit for the year | - | - | - | - | 16,051.51 | - | 16,051.51 |
| Income for the year | - | - | - | - | - | - | - |
| Dividend-Equity Share | - | - | - | - | - | - | - |
| Corporate Dividend Tax | - | - | - | - | - | - | - |
| Utilized for set off of Assets | - | - | - | - | - | - | - |
| Transfer to general reserve | - | - | - | - | - | - | - |
| Transfer from retained earnings | - | - | - | - | - | - | - |
| Balance as at 31st March, 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Balance as at 31st March' 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Changes in accounting policy or prior period item | - | - | - | - | - | - | - |
| Restated balance at 31st March' 2021 | - | 171,900.00 | - | - | 31,845.97 | - | 203,745.97 |
| Profit for the year | - | - | - | - | 30,713.88 | - | 30,713.88 |
| Income for the year | - | - | - | - | - | - | - |
| Dividend on Equity Share | - | - | - | - | -8,646.00 | - | -8,646.00 |
| Corporate Dividend Tax | - | - | - | - | - | - | - |
| Utilized for set off of Assets | - | - | - | - | - | - | - |
| Transfer to general reserve | - | - | - | - | - | - | - |
| Transfer from retained earning | - | - | - | - | - | - | - |
| Balance as at 31st March' 2022 | - | 171,900.00 | - | - | 53,913.85 | - | 225,813.85 |

Notes forming part of the financial statements

Note 12 Trade Payables

Amount in '00

| PARTICULARS | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
|---|----------------------|----------------------|----------------------|
| 1. Total outstanding dues of micro and small enterprise | - | - | - |
| 2. Total outstanding dues of Other than micro and small enterprises | 30,771.83 | 3,685.65 | 33,966.84 |
| | 30,771.83 | 3,685.65 | 33,966.84 |

| 31.03.2022 | | | | | | |
|----------------------------|--------------------|--------------------|-----------|-----------|-----------------|-----------|
| Particulars/ Period | Less Than 6 Months | 6 Months to 1 Year | 1-2 Years | 2-3 Years | 3 Years or More | Total |
| i) Due to MSME | - | - | - | - | - | - |
| ii) Due to Others | 27,086.18 | - | - | 3,685.65 | - | 30,771.83 |
| iii) Disputed Dues - MSME | - | - | - | - | - | - |
| iv) Disputed Dues - Others | - | - | - | - | - | - |
| 31.03.2021 | | | | | | |
| Particulars/ Period | Less Than 6 Months | 6 Months to 1 Year | 1-2 Years | 2-3 Years | 3 Years or More | Total |
| i) Due to MSME | - | - | - | - | - | - |
| ii) Due to Others | - | - | 3,685.65 | - | - | 3,685.65 |
| iii) Disputed Dues - MSME | - | - | - | - | - | - |
| iv) Disputed Dues - Others | - | - | - | - | - | - |



| Note 13 Provisions | | | |
|---------------------------|-------------------------|-------------------------|-------------------------|
| PARTICULARS | As at 31 March, 2022 | As at 31 March, 2021 | As at 31 March, 2020 |
| Salary Payable | 2,824.00 | 2,523.00 | 2,248.00 |
| Audit Fees Payable | 3,578.79 | 3,297.54 | 3,676.66 |
| Sitting Fees Payable | 1,885.00 | 1,265.00 | 1,180.00 |
| Incometax Payable | 9,187.71 | 3,254.00 | - |
| Professional Fees Payable | 1,260.00 | 2,495.00 | 1,015.00 |
| Other Expenses Payable | 1,919.45 | 2,144.14 | 1,745.33 |
| Dividend Payable | 87.35 | - | - |
| | 20,742.30 | 14,978.68 | 9,864.99 |

Notes forming part of the financial statements Amount in '00

| Note 14 Revenue from Operation | | |
|---|---------------------|--------------|
| PARTICULARS | 2021-22 | 2020-21 |
| DETAILS OF GROSS SALES UNDER BROAD HEADS: | | |
| - SALE OF PRODUCT - TRADING | | |
| GOLD ORNAMENTS SALES | - | 42,751.16 |
| DIAMONDS SALES | 1,616,673.93 | 1,809,126.11 |
| | 1,616,673.93 | 1,851,877.27 |

| Note 15 Other Income | | |
|----------------------|------------------|----------|
| PARTICULARS | 2021-22 | 2020-21 |
| DISCOUNT RECEIVED | 0.71 | 6.18 |
| INTEREST INCOME | 25,621.69 | 2,100.00 |
| | 25,622.40 | 2,106.18 |

| Note 16 Purchase of Stock in Trade | | |
|--|---------------------|--------------|
| PARTICULARS | 2021-22 | 2020-21 |
| DETAILS OF PURCHASE OF STOCK-IN-TRADE UNDER BROAD HEADS: | | |
| PURCHASE OF DIAMONDS | 1,673,258.31 | 1,205,376.59 |
| | 1,673,258.31 | 1,205,376.59 |

| Note 17 Changes in Inventories: | | |
|---------------------------------|---------------------|------------|
| PARTICULARS | 2021-22 | 2020-21 |
| Closing stock of finished goods | 140,871.89 | 5,574.84 |
| | 140,871.89 | 5,574.84 |
| Opening stock of finished goods | 5,574.84 | 584,366.63 |
| | 5,574.84 | 584,366.63 |
| | (135,297.06) | 578,791.80 |



| Note 18 Employee Benefits Expenses: | | |
|--|------------------|----------------|
| PARTICULARS | 2021-22 | 2020-21 |
| Salary & Wages | 26,450.00 | 31,310.63 |
| | 26,450.00 | 31,310.63 |
| Note 19 Depreciation and Amortization Expenses: | | |
| PARTICULARS | 2021-22 | 2020-21 |
| Depreciation | 3,165.85 | 1,398.83 |
| | 3,165.85 | 1,398.83 |
| Note 20 Other Expenses: | | |
| PARTICULARS | 2021-22 | 2020-21 |
| ADVERTISEMENT EXPENSES | 595.11 | 175.10 |
| ANNUAL CUSTODY FEE | 750.00 | - |
| ANNUAL LISTING FEE | 1,733.52 | 689.52 |
| ASSORTMENT CHARGES | 3,777.00 | - |
| BANK CHARGES | 75.81 | 25.65 |
| CORPORATE ACTION PROCESSING FEE | 10,112.48 | 1,472.10 |
| DEPOSITORY FEES | 750.00 | 1,500.00 |
| DISCOUNT | 2.14 | 6.24 |
| EVOTING EXPENSES | 40.00 | 95.00 |
| FEE FOR FOREIGN HOLDING NSDL | 100.00 | 100.00 |
| SOFTWARE MAINTANANCE | 60.00 | 60.00 |
| INTEREST ON TDS | 19.12 | 6.13 |
| INTERNAL AUDIT FEE | 300.00 | 300.00 |
| MARKET MAKER FEE | 11.76 | 1,000.00 |
| OFFICE EXPENSES | 2,839.39 | 482.52 |
| COURIER EXPENSE | 7.35 | 1.00 |
| PRINTING AND STATIONERY | 223.10 | 40.10 |
| PROFESSIONAL FEES | 1,427.00 | 1,630.00 |
| PROFESSIONAL TAX | 26.29 | 27.89 |
| REMUNERATION TO DIRECTOR | 6,000.00 | 6,000.00 |
| RENT EXPENSES | 3,407.50 | 1,940.00 |
| ROC FILING FEES | 97.00 | 316.00 |
| SHARE REGISTRY FEES | 662.04 | 295.60 |
| SITTING FEES OF DIRECTOR | 840.00 | 765.00 |
| STATUTORY AUDIT FEES | 750.00 | 750.00 |
| | 34,606.61 | 17,677.85 |
| Note 21 Tax Expenses: | | |
| PARTICULARS | 2021-2 | 2020-21 |
| Current Tax | 9,260.71 | 3,254.00 |
| Deffered Tax | 138.02 | 0.04 |
| | 9,398.73 | 3,254.04 |



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

STARLINEPS ENTERPRISES LIMITED is a Public company incorporated on 26th April, 2011 under Companies Act 1956. The Registered Office of the Company situated at Shop F/1, 1st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate, Surat GJ 395001 IN (Regional office of Company – Gujarat State). Its shares are listed on BSE (BSE Limited). The Company is currently engaged in business of Precious Metals, Stones & Jewellery Trading. The financial statements were approved and authorised for issue in accordance with the resolution of the Company's Board of Directors on 30th May, 2022.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1

(i) **Compliance with IND AS**

The financial statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These financial statements are presented in INR, except when otherwise indicated.

(ii) **Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following: - Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

A. An assets treated as current when it is:

1. Expected to be realised or intended to be sold or consumed in normal operating cycle
2. Held primarily for the purpose of trading
3. Expected to be realised within 12 months after a reporting period, or
4. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

B. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.



The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b. Use of Estimates and judgment

In the application of accounting policy, the management is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Property, Plant and Equipment:

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Inventories:

Inventory Obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of cost and net realisable value.

iv. Impairment of Non-financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

v. Impairment of Financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to



the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i. Property, plant and equipment:

For transition to IND AS, the Company has elected to continue with the carrying value of property, Plant and Equipment ('PPE') recognised as of 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost include purchase price after deducting trade discount /rebate, import duty, non-refundable taxes, cost of replacing the component parts, borrowing cost and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when asset is de-recognised.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised.

Depreciation is charged so as to allocate the cost of assets less their residual values, if any, over their estimated useful lives, using the written down value method except intangible assets. Depreciation on intangible assets is provided on straight line basis. The following useful lives are considered for the depreciation of property, plant and equipment:

| Description of the Asset | Estimated Useful Life |
|---------------------------------|------------------------------|
| Furniture & fixtures | 10 Years |
| Buildings | 60 Years |
| Office Equipment | 5 Years |
| Air Conditioner | 10 Years |
| Electricity Fittings | 10 Years |

If there is an indication that there has been a significant change in useful life or residual value of an asset, the depreciation of that asset is revised accordingly to reflect the new expectations.

The residual values, useful lives and methods of depreciation of properties, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

ii. Investment properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be



measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

iii. Intangible assets under development:

The amount disclosed as 'Intangible asset under development' represents assets purchased/acquired and not available for use, as at the date of Statement of Financial Position.

An item of Intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from de-recognition of an intangible asset measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is de-recognised.

iv. Impairment of Tangible (PPE) and Intangible Assets:

The Company assesses, at each reporting date, property, plant and equipment and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets where it is not possible to estimate the recoverable amount of an individual asset), is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in Statement of Profit and Loss.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related assets) is increased to the revised estimate of its recoverable amount (selling price less costs to complete and sell, in the case of inventories), but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset (or group of related assets) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit and Loss.

v. Inventories:

Inventories are valued at the lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- **Rough Diamonds** – Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Rough diamonds are valued at Specific Identification.
- **Finished Goods and Work – in – progress:**

Cost of all certified large cut and polished diamonds is determined on specific identification basis. Other uncertified cut and polished diamonds of similar characteristics in a certain range are grouped as a mixed lot and cost is determined on weighted average basis.



- In determining the cost of stores weighted average method is used.
- In respect of Jewellery division, Metal and Cut and Polished Diamond is valued at weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated cost necessary to make the sale.

Obsolete and slow moving items are subjected to continuous technical monitoring and are valued at lower of cost and estimated net realisable value.

vi. Leases:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease, if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased items (i.e. PPE), are generally capitalised at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance cost in the Statement of Profit and Loss.

Lease in which significant portion of the risks and rewards of ownership are not transferred to the Company as lessee is classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss over the period of lease on straight line basis other than those cases where the escalation are linked to expected general inflation in which case they are charged on contractual terms.

vii. Provisions, contingent liabilities, contingent assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, when it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

Where effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial information. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.



A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. The Company does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

viii. Share Capital and share premium:

Ordinary shares

Proceeds from issuance of ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

ix. Cash Flows and Cash and Cash Equivalents:

Statement of cash is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, book overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

x. Trade receivables

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value (at carrying value) and subsequently measured at amortised cost using the effective interest method, less provision for impairment if require.

xi. Trade payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 180 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value (at carrying value) and subsequently measured at amortised cost using the effective interest method if require.

xii. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.



Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period

xiii. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before the revenue is recognised.

Sale of Goods:

Revenue from the sale of goods is recognised when the significant risk and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Sale is recognised when no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Dividend Income:

Dividend is recognised when right to receive is established, which is generally when shareholders approve the dividend.

Interest Income:

Interest income on financial assets measured at amortised cost is recognised on time proportion basis, using effective interest method.

xiv. Employee benefits:

Short term employee benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the year in which the associated services are rendered by employees. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

xv. Income tax

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.



Current Income Tax:

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable Income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to the income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

xvi. Earnings per Share:

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

xvii. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

xviii. Fair value Measurement:

Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A Fair value measurement of a non-financial asset takes in to account a market participants



ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (Unadjusted) market prices and active market for identical assets and liabilities

Level 2 – Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by the re assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xix. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a. Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial Assets other than investment in subsidiaries

Financial assets of the Company comprise trade receivables, Cash and cash equivalents, bank balances, investment in equity shares of Companies other than in subsidiaries, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.



Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.



Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI)
- ECL is measured through a loss allowance on a following basis:-

The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)

- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

b. Financial liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

Initial Recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are



recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

Subsequent measurement

Subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial Liabilities classified at Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair value through profit and loss (FVTPL)

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

a. Related Party Disclosure

The detail of Related Party disclosure, as required by AS-18 "Related Party Disclosure" is as under:

| Name of Related Party with whom Transaction have been made | Description of relation with the Party | Nature of Transaction | Current Period (Rs.) | Amount outstanding as on 31.03.2022 (Rs.) |
|---|---|------------------------------|-----------------------------|--|
| Shwet koradiya | Managing Director | Remuneration | 600000 | 27500 |
| Khushboo Modi | Company Secretary | Salary | 275000 | - |



Micro, Small and Medium Enterprises

According to the information and explanation provided to us, the Division has no amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31-03-2022 to the extent such parties have been identified by the management.

b. Ratio Disclosure

Current Ratio: 36.96, Debt Equity Ratio: 0.00, Return on Equity : 0.013, Trade receivable turnover Ratio : 1.71, Inventory turnover Ratio : 20.23, , Operating Profit Margin ratio: 0.06, Net profit Ratio : 0.019, Return on Net worth : 0.014, Interest Coverage Ratio: 0.00.

c. Additional Information:

| Sr. No. | Particulars | As on 31-03-2022 | As on 31-03-2021 |
|---------|--|------------------|------------------|
| 1. | Auditor's Remuneration | | |
| | - For Audit & Taxation Matters | 30000 | 30000 |
| | - For Company Law Matter | 25000 | 25000 |
| | - For other Services | 20000 | 20000 |
| 2. | Value of Imports on C.I.F basis | 0 | 0 |
| 3. | Expenditure in foreign currency during the year | 0 | 0 |
| 4. | Earning in Foreign Currency during the year | 0 | 0 |
| 5. | Imported and Indigenous Consumption of Materials | 0 | 0 |

d. Previous Year Figures have been regrouped wherever necessary.

As per our report of even date
For KANSARIWALA & CHEVLI,
Chartered Accountants

Shwet Koradiya
Chairman & MD
DIN: 03489858

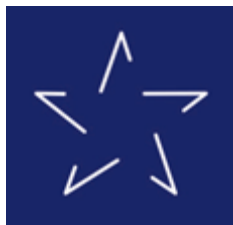
Jenish Bhavsar
Director
DIN: 08264511

ICAI FRN : 123689W
CA HARIVADAN B. KANSARIWALA
Partner
Memb. No. : 032429
UDIN : 22032429AJWJDS1168

Hardikbhai Patel
Chief Financial Officer
PAN: CVJPP3938E

Swati Somani
Company Secretary
ACS – 68472

Place: Surat
Date: 30/05/2022



If Undelivered, Please Return to:

REGISTERED OFFICE

STARLINEPS ENTERPRISES LIMITED

Shop – F/1, 1st floor, Athwa Ark Shopping Centre, Opp. Yatim Khana, Athwa Gate,
Surat-395001, Gujarat

Phone No.: 0261-2600343, Mob.: +91-7043999030

E-mail: info@starlineps.com Website: www.starlineps.com