



STARLINEPS ENTERPRISES LIMITED

Our Company was originally incorporated as L'avance Dirays Limited on April 26, 2011 as a Company limited by shares under the Companies Act, 1956 pursuant to a certificate of incorporation issued on April 26, 2011 by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The name of our Company was subsequently changed from "L'avance Dirays Limited" to "Pure Giftcarat Limited" and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli ("RoC") on September 16, 2015. It was later changed to "Starline Precious Stone Limited" on October 22, 2019 and fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The name of our Company was finally changed to 'StarlinePS Enterprises Limited' on December 07, 2020 and fresh Certificate of Incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. ("ROC"). The Corporate Identification Number of our Company is L36910GJ2011PLC065141. For further details, refer to the section titled, 'About Our Company' beginning on page 50.

Registered and Corporate Office: Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat-395 007, India,
Tel. No.: 7574999004;

CIN: L36910GJ2011PLC065141; **Website:** www.starlineps.com; **Email:** info@starlineps.com;

Company Secretary & Compliance Officer: Ms. Madhuriben Kishan Chhatrola, **Tel. No.:** 7574999004; **Email:** info@starlineps.com ;

**PROMOTER OF OUR COMPANY: MRS. VARSHABEN DHIRAJBHAI KORADIYA AND MR. DHIRAJBHAI KORADIYA
FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF STARLINEPS ENTERPRISES
LIMITED (THE COMPANY" OR THE "ISSUER") ONLY**

ISSUE OF UP TO [●]* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 2,075.04 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 62.

**Assuming full subscription in the Issue. Subject to finalisation of Basis of Allotment.*

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors shall rely on their own examination of the issuer and the offer, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of investors is invited to the section "Risk Factors" beginning on page 18.

CONFIRMATION

Neither our Company nor our Promoters or any of our Directors have been or are identified as Willful Defaulters or Fraudulent Borrowers.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("BSE"), the ("Stock Exchange"). Our Company has received "in-principle" approvals from BSE for listing the Rights Equity Shares through its letter dated [●]. Our Company will also make applications to BSE to obtain trading approvals for the Rights Entitlements as required under the SEBI (ICDR) Master Circular. For the purposes of the Issue, the Designated Stock Exchange is BSE.

REGISTRAR TO THE ISSUE

Bigshare Services Pvt. Ltd.

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093
Phone No : 022 - 62638200
Email : investor@bigshareonline.com
Website : www.bigshareonline.com
Contact Person: Mr. Abhishek Payare
Email: rightsissue@bigshareonline.com

ISSUE PROGRAMME

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[●]
ISSUE OPENING DATE	[●]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS #	[●]
ISSUE CLOSING DATE*	[●]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF CREDIT OF RIGHTS EQUITY SHARES (ON OR ABOUT)	[●]
DATE OF LISTING (ON OR ABOUT)	[●]

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.

**Our Board or the Securities Allotment and Transfer Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates, or implies or unless otherwise specified, shall have the meaning as provided below.

References to any legislation, act, regulation, rule, guideline, clarification or policy shall be to such legislation, act, regulation, rule, guideline or policy as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Letter of Offer but not defined herein shall have the meaning ascribed to such terms under the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

The following list of capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive. However, terms used in the sections entitled “Summary of this Draft Letter of Offer”, “Risk Factors”, “Financial Statements”, “Statement of Special Tax Benefits” and “Terms of the Issue” on pages 30, 18, 55, 47 and 93 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.

General Terms

Term	Description
“Company”, “our Company”, “the Company”, “the Issuer”	Unless the context otherwise indicates or implies, refers to StarlinePS Enterprises Limited, a public limited company incorporated in India under the Companies Act, 1956 and validly existing under the Companies Act 2013, having its Registered and Corporate Office at Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod (Surat), Surat, Nizar, Gujarat-395 007, India.
“We”, “Our”, “Us” or “our Group”	Unless the context otherwise indicates or implies, refers to the Company.

Company Related Terms

Term	Description
“Articles of Association” or “Articles”	Articles of Association of our Company, as amended from time to time.
“Audit Committee”	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations.
“Audited Financial Statements”	The audited financial statements comprising of the balance sheets of our Company as at March 31, 2025 and the related statement of profit and loss (including other comprehensive income), cash flow statements and the statements of changes in equity, including summary of significant accounting policies and other explanatory information to the respective financial statements, for the financial year ended March 31, 2025, including comparative audited financial statements comprising of the balance sheets of our Company as at March 31, 2024 and the related statement of profit and loss (including other comprehensive income), cash flow statements and the statements of changes in equity, including summary of significant accounting policies and other explanatory information to the respective financial statements, for the financial year ended March 31, 2024, prepared in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (“Ind AS”) specified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Term	Description
“Auditors” or “Statutory Auditors”	The Statutory Auditors of our Company, being M/s Kansariwala & Chevli, Chartered Accountants.
“Board of Directors” or “Board” or “our Board”	The Board of Directors of our Company. For details, see “ <i>Our Management – Board of Directors</i> ” on page 50.
“Chief Financial Officer” or “CFO”	The Chief Financial Officer of our Company, Mr. Hardikbhai Rajubhai Patel.
“Company Secretary and Compliance Officer”	The Company Secretary and Compliance Officer of our Company, namely, Ms. Madhuriben Kishan Chhatrola.
“Corporate Office”	The Corporate Office of our Company located at Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod (Surat), Surat, Nizar, Gujarat-395 007, India.
“Directors”	The Directors on our Board, as may be appointed from time to time. For details, see “ <i>Our Management – Board of Directors</i> ” on page 50.
“Equity Shares”	Equity shares of face value of ₹ 1 each of our Company
“Executive Director(s)”	The executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI (LODR) Regulations. For details of our Executive Directors, see “ <i>Our Management – Board of Directors</i> ” on page 50.
“Finance Act”	The Finance Act, 2025.
“Financial Statements”	The Audited Financial Statements.
“Group Companies”	Group companies of our Company as determined in terms of Regulation 2(1)(t) of SEBI (ICDR) Regulations.
“Independent Director(s)”	The non-executive, independent Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI (LODR) Regulations. For details of our Independent Directors, see “ <i>Our Management – Board of Directors</i> ” on page 50.
“Managing Director” or “MD”	The Managing Director of our Company, Mr. Shwetkumar Dhirajbhai Koradiya. For details, see “ <i>Our Management - Board of Directors</i> ” on page 50.
“Memorandum of Association”/ “Memorandum”	Memorandum of Association of our Company, as amended from time to time.
“Nomination and Remuneration Committee” / “NRC”	Nomination and Remuneration Committee of Board of Directors of our Company, constituted in accordance with applicable laws.
“Non-Executive Director(s)”	The non-executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI (LODR) Regulations. For details of our Non-Executive Directors, see “ <i>Our Management – Board of Directors</i> ” on page 50.
“Promoter(s)”	The Promoter of our Company namely, Mrs. Varshaben Dhirajbhai Koradiya and Mr. Dhirajbhai Koradiya.

Term	Description
“Promoter Group”	Includes such persons and entities constituting the promoter group of our Company pursuant to Regulation 2 (1) (pp) of the SEBI (ICDR) Regulations, 2018, as amended.
“Senior Management” or “SMP”	Senior management personnel of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI (ICDR) Regulations.
“Stakeholders’ Relationship Committee”	The Stakeholders’ Relationship Committee of Board of Directors of our Company, constituted in accordance with applicable laws.
“Subsidiaries”	Our Company has wholly owned Subsidiary named; “StarlinePS International Private Limited”.
“Whole-time Directors”	The Whole-Time Directors of our Company. For details, please see “ <i>Our Management – Board of Directors</i> ” on page 50.

Issue Related Terms

Term	Description
“Additional Rights Equity Shares”	The Rights Equity Shares applied for or allotted under this Issue in addition to the Rights Entitlement.
“Allotment” or “Allot” or “Allotted”	Allotment of Rights Equity Shares pursuant to the Issue.
“Allotment Account(s)”	The account(s) opened with the Banker(s) to the Issue, into which the Application Money, with respect to successful Applicants, will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
“Allotment Account Bank(s)”	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, ICICI Bank Limited.
“Allotment Advice”	The note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue after approval of the Basis of Allotment by the Designated Stock Exchange.
“Allotment Date”	Date on which the Allotment is made pursuant to the Issue.
“Allottee(s)”	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue.
“Applicant(s) or Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer.
“Application”	Application made through submission of the Application Form or plain paper application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
“Application Form”	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in the Issue.
“Application Money”	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
“Application Supported by Blocked Amount or ASBA”	Application (whether physical or electronic) used by Applicant(s) to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB.

Term	Description
“ASBA Account”	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application.
“ASBA Circulars”	Collectively, SEBI circular pertaining to Applications Supported by Blocked Amount (ASBA) facility for right issues, as subsumed under the SEBI (ICDR) Master Circular (to the extent it pertains to the rights issue process), and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
“Banker to the Issue”	ICICI Bank Limited.
“Banker to the Issue Agreement”	Agreement dated [●], 2025, entered into by and among our Company, the Registrar to the Issue, and the Banker to the Issue for among other things, collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account, refund of the whole or part of the application amounts, shall on the terms and conditions thereof.
“Basis of Allotment”	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in “Terms of the Issue” beginning on page 62.
“Controlling Branches” or “Controlling Branches of the SCSBs”	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on SEBI’s website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time.
“Demographic Details”	Details of Investors including the Investor’s address, PAN, DP ID, Client ID, bank account details and occupation, where applicable.
“Depository(ies)”	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
“Designated Branch(es)”	Such branches of the SCSBs which shall collect the Applications, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time.
“Designated Stock Exchange”	BSE Limited.
“Draft Letter of Offer” or “DLOF”	This Draft Letter of Offer dated June 27, 2025, filed with the BSE Limited.
“Eligible Equity Shareholder(s)”	Equity Shareholders as on the Record Date. Please note that only those Equity Shareholders who have provided an Indian address to our Company are eligible to participate in the Issue. For further details, see “Notice to Investors” and “Restrictions on Purchases and Resales” beginning on pages 11 and 91, respectively.
“Equity Shareholder(s)” Or “Shareholders”	Holder(s) of the Equity Shares of our Company.
“Fraudulent Borrower”	Fraudulent Borrower(s) as defined under Regulations 2(1)(III) of the SEBI (ICDR) Regulations
“Gross Proceeds”	The Gross Proceeds raised through the Issue.

Term	Description
“Issue”	This issue of up to [●]* Rights Equity Shares for cash at a price of ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ 2,075.04 lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders on the Record Date. <i>*Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.</i>
“Issue Closing Date”	[●]
“Issue Materials”	Collectively, this Draft Letter of Offer, Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue.
“Issue Opening Date”	[●]
“Issue Period”	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations.
“Issue Price”	₹ [●] per Rights Equity Share.
“Issue Proceeds”	The gross proceeds raised through the Issue.
“Issue Size”	The issue of up to [●] Rights Equity Shares aggregating up to ₹ 2,075.04 lakh**. <i>**Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.</i>
“Listing Agreements”	The uniform listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI (LODR) Regulations.
“Monitoring Agency”	Infomerics Valuation & Rating Limited.
“Monitoring Agency Agreement”	Agreement dated June 27, 2025, between our Company and the Monitoring Agency in relation to monitoring of Gross Proceeds.
“Multiple Application Forms”	More than one application form submitted by an Eligible Equity Shareholder/ Renounee in respect of the same Rights Entitlement available in their demat account. However, additional applications in relation to Additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple Applications.
“Net Proceeds”	Issue Proceeds less the estimated Issue related expenses. For further details, see “Objects of the Issue” beginning on page 39.
“Off Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by transferring its Rights Entitlements through off market transfer through a depository participant in accordance with the SEBI (ICDR) Master Circular, circulars issued by the Depositories from time to time and other applicable laws. Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date.
“On Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by trading its Rights Entitlements over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI (ICDR) Master Circular, circulars issued by the Stock Exchange from time to time and other applicable laws, on or before [●].
“Qualified Institutional Buyers” or “QIBs”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.

Term	Description
“Record Date”	Designated date for the purpose of determining the Equity Shareholders who would be eligible to apply for the Rights Equity Shares in the Issue subject to terms and conditions set out in the Issue Materials, to be decided prior to the filing of the Letter of Offer, being [●]
“Registrar Agreement”	Agreement dated June 27, 2025, between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
“Registrar to the Issue” or “Registrar” or “Share Transfer Agent”	Bigshare Services Private Limited.
“Renounee(s)”	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation in accordance with the SEBI (ICDR) Master Circular.
“Renunciation Period”	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date.
“Rights Entitlement(s)”	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder on the Record Date.
“Rights Entitlement Letter”	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The details of Rights Entitlements are also accessible on the website of our Company.
“Rights Equity Shares”	Equity Shares of our Company to be Allotted pursuant to this Issue, on a fully paid-up basis on Allotment.
“Rights Equity Shareholders”	Holder of the Rights Equity Shares pursuant to this Issue.
“SCSB(s)”	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time.
“SEBI (ICDR) Master Circular”	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, as amended by circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/31 dated March 11, 2025, with respect to rights issue only.
“Stock Exchange”	Stock exchange where the Equity Shares are presently listed i.e. BSE
“Transfer Date”	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
“Willful Defaulter”	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations
“Working Days”	All days on which commercial banks in Surat are open for business. Further, in respect of the Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Surat are open for business. Furthermore, in respect of the time period between the Issue Closing Date and the listing of Equity Shares on the BSE Limited, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
Aadhaar	Aadhaar card
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended from time to time
AGM	Annual general meeting of the shareholders of our Company.
Accounting Standards	Accounting standards issued by the ICAI
BSE	BSE Limited
Calendar Year	Calendar year ending December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDP	Collecting Depository Participants
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CIN	Corporate identification number
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account
Companies Act	Companies Act, 1956 and the Companies Act, 2013, as applicable
Companies Act, 1956	The Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013 along with the relevant rules made thereunder
Depositories Act	Depositories Act, 1996.
DIN	Director identification number.
“DP” or “Depository Participant”	Depository participant as defined under the Depositories Act.
DP ID	Depository participant’s identification number.
DPDP Act	Digital Personal Data Protection Act, 2023.
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion).
EGM	Extraordinary general meeting.
Employees Provident Funds and Miscellaneous Provisions Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended.
EPS	Earnings per share.
ESI Act	Employee State Insurance Act, 1948.
FDI	Foreign direct investment.
FEMA	Foreign Exchange Management Act, 1999.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

Term/Abbreviation	Description/ Full Form
“Financial Year” or “Fiscal Year” or “Fiscal” or “FY”	Period of 12 months ending March 31 of that particular year.
FDI Policy	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification dated October 28, 2020, issued by DPIIT, effective from October 15, 2020 and its amendments.
FPI	Foreign portfolio investors as defined and registered under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAP	Generally Accepted Accounting Principles in India
GOI	Government of India
Government	Central Government and/ or the State Government, as applicable
GST	Goods and services tax
ICAI	Institute of Chartered Accountants of India
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended
Income Tax Rules	Income Tax Rules, 1962, as amended
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
India	Republic of India
Information Technology Act	Information Technology Act, 2000, as amended
ISIN	International securities identification number
IST	Indian standard time
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National automated clearing house
NEFT	National electronic fund transfer
Non-GAAP Financial Measure	A financial measure not presented in accordance with generally accepted accounting principles
NR	Non-resident or person(s) resident outside India, as defined under the FEMA
NRE	Non-resident external
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non-resident ordinary
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCI	Overseas citizen of India
ODR Portal	Online dispute resolution portal
PAN	Permanent account number
RBI	Reserve Bank of India

Term/Abbreviation	Description/ Full Form
RBI Act	Reserve Bank of India Act, 1934
Regulation “S”	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
RTGS	Real time gross settlement
Scale Based Regulations	Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI (LODR) Regulations Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed and replaced by the SEBI AIF Regulations
STT	Securities transaction tax
State Government	Government of a state of India
UIDAI	Unique identification authority of India
UPI	Unified payment interface
USD	United States Dollar
“U.S.” or “USA” or “United States”	United States of America, its territories or possessions, any state of the United States, and the District of Columbia
US GAAP	Generally accepted accounting principles in the U.S.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.

Technical/Industry Related Terms/Abbreviations:

Term	Description
ALM	Asset liability management
AUM	Assets under management
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016
CGTMSE	Credit guarantee fund trust for micro and small enterprises
CRAR	Capital to risk (weighted) assets ratio, or capital risk adequacy ratio
CRR	Cash reserve ratio
CSR	Corporate social responsibility
DRR	Debenture redemption reserve
ECB	External commercial borrowings
ECGC	Export credit guarantee corporation
EM	Emerging markets
ESG	Environmental, social and governance
FLDG	First Loss Default Guarantee
FMCG	Fast moving consumer goods
Gross NPA	Gross Non Performing Assets
IFRS	International financial reporting standards of the international accounting standards board
KYC	Know your customer
KYC Directions	Reserve Bank of India (Know Your Customer) Master Directions, 2016 dated February 25, 2016, as amended
ML	Machine learning
MSME	Micro, small and medium enterprises
NCDs	Non-convertible debentures
Net NPA	Closing balance of the gross carrying amount – stage 3 – Loans less impairment loss allowance – stage 3 loans
Net Worth	Equivalent to total equity, and is the sum of equity share capital, convertible preference share capital and other equity as contained in our Audited Financial Statements.
NPA	Non-performing asset/ Stage 3 loans
OCEN	Open credit enablement network
OCR	Optical character recognition
OEMs	Original equipment manufacturer
QIP	Qualified institutional placement
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material (collectively, the “**Issue Materials**”) and issue of Rights Entitlement as well as Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter or Application Form may come or who receive Rights Entitlement and propose to renounce or apply for Rights Equity Shares in the Issue are required to inform themselves about and observe such restrictions. For more details, see “*Restrictions on Purchases and Resales*” beginning on page 91.

Pursuant to the requirements of the SEBI (ICDR) Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company, RTA and Depository Participants and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any of the Issue Materials.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “*Restrictions on Purchases and Resales*” beginning on page 91.

Investors can also access this Draft Letter of Offer, Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Bombay Stock Exchange and the Board.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders available with the Registrar in their records.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Bombay Stock Exchange. Accordingly, the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States, or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser or seller of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the “*Restrictions on Purchases and Resales*” section beginning on page 91.

Our Company, in consultation with the Registrar, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Draft Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” AS DEFINED IN REGULATION ‘S’ UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS DRAFT LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Draft Letter of Offer or and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who purchases or sells Rights Entitlements or makes an application for Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the purchase or sale of Rights Entitlements, it will not be, in the United States and is authorized to purchase or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws and regulations. The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any U.S. federal or state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to (i) the 'US' or 'U.S.' or the 'United States' are to the United States of America, its territories and possessions, any state of the United States, and the District of Columbia; (ii) 'India' are to the Republic of India and its territories and possessions; and (iii) the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in IST. Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a Calendar Year. Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer. In this Draft Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, where applicable.

Financial Data

Unless stated otherwise, or unless the context requires otherwise, the financial data in this Draft Letter of Offer is derived from the Audited Financial Statements ("**Financial Statements**"). The Audited Financial Statements were audited by, the Statutory Auditors.

Our Company's Financial Year commences on April 1 of each Calendar Year and ends on March 31 of the following Calendar Year. Unless otherwise stated, references in this Draft Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to the financial year ended March 31 of that year. For further details, see "*Financial Statements*" beginning on page 55.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees, in lakh.

Non-GAAP Measures

We have included certain Non-GAAP Financial Measures and certain other statistical information relating to our operations and financial performance (collectively "**Non-GAAP Financial Measures**", and each, a "**Non-GAAP Financial Measure**") in this Draft Letter of Offer, which are return on net worth and net asset value per equity share. These Non-GAAP Financial Measures are not required by or presented in accordance with Ind AS. We compute and disclose such Non-GAAP Financial Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of other companies in our industry. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS, GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, GAAP, IFRS or US GAAP. Other companies may calculate these Non-GAAP Financial Measures differently from us, limiting its usefulness as a comparative measure. However, these Non-GAAP Financial Measures may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies. Accordingly, such Non-GAAP Financial Measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our financial position or results of operations as reported under GAAP.

Currency of Presentation

All references to :

- 'INR', '₹', 'Indian Rupees' and 'Rupees' are to the legal currency of the Republic of India;
- 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America; and
- the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lacs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'expected to', 'intend', 'is likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements.

All statements regarding our Company's expected financial conditions, result of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results to differ materially from our Company's expectations include, among others:

1. A significant portion of our revenue is derived from a limited number of customers.
2. Our revenue is highly dependent on the diamond trading segment, and diversification efforts are still in their early stages.
3. Our operating margins are subject to fluctuation due to procurement costs and market dynamics in the diamond sector.
4. We do not have long-term supply contracts with vendors, exposing us to price and availability risks.
5. Any future diversification initiatives we may undertake could pose operational and financial risks.
6. We have limited experience in sectors beyond our core business, and any future diversification may expose us to unfamiliar operational risks.
7. Our operations are geographically concentrated in Surat, Gujarat, which increases location-specific risks.
8. We are heavily dependent on a few key managerial personnel, and loss of their services could adversely impact our operations.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant forward looking statement. Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the section entitled “Risk Factors” beginning on page 18.

The forward-looking statements contained in this Draft Letter of Offer are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

By their nature, certain market risk disclosures are only estimate(s) and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, its Directors, its KMPs and officers, nor any of their respective affiliates or associates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI and BSE Limited requirements, our Company will ensure that the Eligible Equity Shareholders are informed of material developments until the time of the grant of listing and trading permissions for the Rights Equity Shares by the Stock Exchange.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including the uncertainties described below, before making an investment in the Equity Shares. You should read this section together with “Summary of Draft Letter of Offer”, “Financial Statements”, and “Summary of Financials” on pages 30, 55 and 56 of this Draft Letter of Offer.

The risks described below are those that we consider to be most significant to our business, cash flows, results of operations and financial conditions as of the date of this Draft Letter of Offer. However, they may not be exhaustive or are not the only risks relevant to us or the Equity Shares or the industry in which we currently operate. The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also materially affect our business, results of operations and financial condition. If any or some combination of the following risks, or other risks that we do not currently know about or don’t believe to be material, actually occur, our business, results of operations and financial condition could suffer, the trading price of, and the value of your investment in our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved.

This Draft Letter of Offer contains certain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. For further information, see “Forward Looking Statements” on page 16. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Annual Financial Statements, included in this Draft Letter of Offer. For further information, see “Financial Statements” on page 55. Our financial year ends on March 31 of each year, and references to a ‘Financial Year’ are to the twelve months ended March 31 of that year.

RISKS RELATING TO OUR COMPANY AND ITS BUSINESS

1. A significant portion of our revenue is derived from a limited number of customers.

Our Company depends heavily on a small number of customers for a substantial part of our revenue. In FY 2024–25, a few key clients contributed a large share of our total sales. While these customers have been with us for some time, our agreements with them are not long-term or binding in nature. If even one such customer reduces their order volume, delays payments, or discontinues the relationship altogether, our revenue and profitability could be severely impacted. Additionally, the high concentration limits our bargaining power and increases vulnerability to changes in the financial condition or purchasing decisions of these customers. In the absence of diversified revenue sources, such reliance presents a material business risk. We continuously explore new customer relationships but may not be able to offset this concentration immediately. The loss of any major customer could also affect our ability to manage working capital effectively. Our future growth may depend on reducing this customer concentration through sustained marketing and outreach efforts.

2. Our revenue is highly dependent on the diamond trading segment, and diversification efforts are still in their early stages.

Our Company is primarily engaged in the trading of cut and polished diamonds, which forms the core of our current revenue. The diamond business is inherently cyclical and linked to luxury demand, global economic conditions, and foreign exchange volatility. A downturn in the diamond trade whether due to reduced consumer spending, supply chain challenges, or regulatory changes could adversely affect our business and financial results. Furthermore, the newer business segments involve operational, technological, and regulatory complexities in which we do not have prior experience. Until these verticals mature and generate consistent cash flows, our financial stability will remain largely reliant on the performance of our core diamond trading business.

3. Our operating margins are subject to fluctuation due to procurement costs and market dynamics in the diamond sector.

Our Company operates primarily in the diamond trading business, where our operating margins are significantly influenced by factors such as raw diamond procurement costs, global demand-supply trends, and currency

fluctuations. Any increase in sourcing costs or decrease in selling prices due to changes in market sentiment or international pricing trends could impact our margins. Additionally, delays in customer payments, increased freight or logistics costs, and rising compliance expenses may also affect profitability. While we continue to adopt efficient procurement strategies and cost controls, we cannot assure that our margins will remain stable under all economic and industry conditions.

4. We do not have long-term supply contracts with vendors, exposing us to price and availability risks.

Our Company procures cut and polished diamonds and other goods largely on a spot or short-term basis without entering into long-term purchase agreements. This procurement approach makes us susceptible to sudden price escalations, especially during periods of high market demand or supply shortages. In the absence of fixed contracts, suppliers may also prioritize their larger or long-standing clients. Disruption in supply or delayed procurement could result in missed order deadlines or loss of business opportunities. Additionally, we may not always be able to pass increased input costs onto our customers, which could negatively affect our margins. Our current supply chain structure also limits planning certainty, particularly for large or time-bound orders. Although we aim to maintain strong relationships with key vendors, lack of formal agreements remains a risk to our procurement stability.

5. Any future diversification initiatives we may undertake could pose operational and financial risks.

While our Company currently operates in the diamond trading business, we may, in the future, evaluate opportunities to diversify into new business areas. Any such diversification, if pursued, may involve entry into unfamiliar sectors with distinct regulatory requirements, operational challenges, and competitive pressures. These proposed sectors may differ significantly from our core expertise and could require substantial investment in infrastructure, talent, and technology. There is no assurance that any such future ventures will be profitable or synergistic with our existing operations. If undertaken without adequate planning or market understanding, they could divert management attention and strain our financial resources.

6. We have limited experience in sectors beyond our core business, and any future diversification may expose us to unfamiliar operational risks.

Our Company has historically focused on the diamond trading business, where we possess deep domain expertise and have built strong vendor and customer relationships. If we choose to diversify into businesses that are adjacent but not identical to our core operations such as diamond jewellery retail, online diamond marketplaces, or gemstone certification and grading services we may encounter operational and strategic challenges. These sectors may require different business models, customer engagement approaches, regulatory compliance mechanisms, and technological infrastructure. Our limited experience in such areas could lead to suboptimal execution or heightened compliance risks. Any proposed diversification will therefore require thorough due diligence, strategic planning, and allocation of adequate resources, and may take time to yield desired results.

7. Our operations are geographically concentrated in Surat, Gujarat, which increases location-specific risks.

Our Company's primary business activities, including procurement, storage, administration, and logistics, are conducted from our facilities in Surat. While Surat is a well-established hub for the diamond industry, this regional concentration exposes us to disruptions from natural disasters (such as floods or earthquakes), strikes, pandemics, power failures, or political unrest. In the event of such an incident, we may not be able to shift operations quickly to an alternative location, resulting in delays and financial losses. Moreover, over-dependence on a single location could affect our ability to scale operations nationally or internationally. We currently do not have fully operational back-up facilities outside Surat, and such centralization limits our business continuity preparedness.

8. We are heavily dependent on a few key managerial personnel, and loss of their services could adversely impact our operations.

Our Promoters and senior management play a pivotal role in the strategic planning, vendor relationships, and overall management of our Company. The loss of any such key person due to resignation, illness, retirement, or other unforeseen reasons could result in a leadership vacuum. As of now, we do not have a formal succession plan in place. The process of identifying, training, and transitioning responsibilities to new leaders may take considerable time and effort. Furthermore, any sudden change in leadership may impact employee morale, investor confidence, and day-to-day functioning. Our continued success depends on retaining and motivating these individuals and building a strong second line of leadership over time.

9. Our internal control systems may not be fully equipped to support our expanding scale of operations.

As our Company diversifies its business portfolio, we are experiencing increased complexity in operations. Our existing internal controls, processes, and audit mechanisms were primarily designed around the diamond trading business and may not be adequate to monitor emerging business lines. Any delay in upgrading our control systems may result in data discrepancies, regulatory non-compliance, or operational inefficiencies. We have identified the need to enhance our MIS reporting, risk assessment tools, and compliance mechanisms, especially in areas involving technology or user data. A weak internal control environment may lead to delayed decision-making, reduced transparency, and difficulty in identifying and rectifying issues early. We are working to strengthen our internal systems, but until these upgrades are implemented, our risk exposure remains elevated.

10. Our current IT infrastructure may have limitations in terms of integration, automation, and scalability.

Our existing IT systems have been primarily designed to support our core diamond trading operations. These systems may not be fully integrated across all departments or equipped with advanced features such as real-time data analytics, automated workflows, or seamless vendor/customer interfaces. As our operations grow in scale or complexity, we may need to upgrade our IT infrastructure to improve coordination, reduce manual intervention, and enhance reporting accuracy. Any delay in adopting more efficient systems could lead to data duplication, processing delays, or operational inefficiencies. While we continue to assess ERP and CRM solutions to strengthen internal processes, full system modernization may require time and investment.

11. Our inventory, especially in the diamond segment, is subject to valuation risk and potential obsolescence.

We carry a substantial amount of inventory in the form of cut and polished diamonds. The value of diamonds is determined by factors such as shape, clarity, size, colour, and market demand, all of which are susceptible to change. Any decline in global diamond prices or accumulation of slow-moving inventory may require us to revalue or write down such stock in our financials. Additionally, changes in consumer preferences may render certain sizes or cuts obsolete. As our newer business verticals grow, we may also hold different types of inventory that could become outdated due to technology or design changes. Inaccurate valuation of inventory may misrepresent our financial health, affect audit outcomes, and lead to regulatory concerns. Our Company conducts periodic inventory checks, but the risks of impairment remain.

12. We may experience delays in recovering trade receivables, which could adversely impact our working capital.

Our Company extends credit to several domestic and international clients, resulting in a high volume of outstanding trade receivables at any given point. Any delay in collections, especially from export customers, affects our cash flow, delays reinvestment, and increases our dependence on external borrowings. Furthermore, in cases where disputes or foreign exchange complications arise, the risk of non-recovery or write-offs increases. A prolonged receivable cycle may also indicate weakening customer financial health or credit discipline. If significant provisions are required against doubtful receivables, our net profit and shareholder equity may be adversely affected. We are working to strengthen our credit assessment process and explore invoice discounting options, but receivables remain a key area of financial sensitivity.

13. Any future diversification initiatives may require significant capital investment before achieving scale or profitability.

Although our Company currently focuses on diamond trading, we may consider diversification into other business sectors in the future. Such expansion may involve upfront investments in market research, infrastructure, product development, and marketing. There is no assurance that these ventures, if undertaken, would achieve commercial success or profitability within expected timelines. If funded through debt, such investments could increase our financial leverage; if financed through equity, it may lead to dilution of existing shareholders. Until any new vertical generates sustainable revenue, it may contribute to increased costs and strain on internal cash flows. We intend to proceed cautiously and only after thorough evaluation of market and operational viability.

14. Our revenue is affected by seasonality, particularly in the diamond business.

The diamond trading industry typically experiences higher sales during specific periods such as Indian festivals and the wedding season. As a result, our quarterly revenues and margins are not uniform throughout the year. This seasonal pattern makes it difficult to compare our performance across quarters and plan resources effectively.

Moreover, inventory build-up before peak seasons can lock up working capital, and any mismatch between forecasted and actual demand may result in surplus stock or unsold inventory. Such fluctuations can also impact investor perception, credit ratings, and internal planning. While our new business segments may operate on different seasonal cycles, our reliance on the diamond trade for primary revenues makes us vulnerable to these trends in the near term.

15. Our insurance coverage may not be sufficient to cover all operational or strategic risks.

Although we have obtained standard insurance coverage such as fire, burglary, and transit insurance, our policies may not fully protect us from all types of losses, especially those arising in new verticals. For example, cyber liability, product liability from tech services, business interruption, or professional indemnity claims related to our EdTech content may not be adequately covered. If any of these risks materialize without appropriate insurance, our Company may be required to bear the entire financial burden. Additionally, insurance claims can take time to settle, which could disrupt our liquidity. As our operations become more diversified, we will need to reassess and upgrade our insurance coverage, but until such policies are implemented, we remain exposed to under-insured risks.

16. We may be exposed to disputes or litigation, which could result in liabilities and management distraction.

While our Company is not presently a party to any material litigation, we cannot rule out the prospect of future disputes stemming from contractual obligations, customer or vendor grievances, or regulatory matters. Any such proceedings could result in monetary penalties, injunctive relief that disrupts operations, and damage to our reputation. The defence of litigation demands management attention, incurs legal costs, and may necessitate accounting provisions, all of which could erode profitability. Moreover, even unfavourable outcomes in relatively minor cases may diminish stakeholder confidence. Despite our commitment to robust compliance and risk-mitigation practices, exposure to legal claims remains an inherent aspect of our business.

17. Our reliance on manual processes may reduce operational efficiency and increase the risk of errors.

A significant portion of our operational processes such as documentation, inventory handling, and order processing still involves manual entry and approvals. As we scale and diversify, these manual dependencies may create bottlenecks, delays, and data inconsistencies. Human error in invoicing, data compilation, or inventory categorization can lead to rework, reputational harm, or financial discrepancies. Moreover, manual systems are harder to audit and control, increasing the risk of fraud or process failures. While we are in the process of identifying areas for automation and digitization, the transition is gradual. Until automated systems are implemented, operational inefficiencies and associated risks will persist.

18. Our reputation may be adversely affected by product complaints, customer dissatisfaction, or service failures.

Customer trust is essential in both our diamond and new service-oriented verticals. Even a few cases of poor product quality, grading issues, delivery delays, or unresolved complaints could harm our reputation and lead to negative word-of-mouth or online reviews. In today's digital environment, reputational issues can spread rapidly and have long-term consequences. In newer ventures like EdTech, user experience, data privacy, and content quality are critical to customer retention. Similarly, in the pet-care space, service inconsistency could lead to adverse feedback. Rebuilding lost trust may require significant time and expenditure on marketing, customer support, or service redesign. We strive to maintain high-quality standards, but reputational risks are inherent to any consumer-facing business.

19. Inability to raise additional funds in the future may restrict our growth or strain our liquidity.

We may require further capital to fund our operational needs, expand into new markets, upgrade technology systems, or support working capital requirements, particularly if internal accruals remain insufficient. If we are unable to raise funds on favourable terms due to adverse market conditions, lack of investor interest, or lower creditworthiness, our ability to meet growth plans may be constrained. Additionally, dependence on high-cost borrowings could further impact our margins and cash flows. Our ability to raise equity may also be limited by dilution concerns or regulatory constraints. If we are unable to secure timely and adequate funding in the future, it could adversely affect our business continuity and scalability.

20. Our statutory and regulatory compliance obligations may increase if we diversify beyond our existing business.

At present, our Company is primarily subject to laws applicable to the diamond trading sector, including customs regulations, GST laws, foreign exchange rules, and corporate governance norms. However, any future diversification into unrelated business areas may bring additional legal and regulatory obligations, such as sector-specific licensing, digital commerce rules, data protection norms, or consumer protection standards. Ensuring compliance with such varied regulations would require dedicated legal and compliance resources. If we are unable to keep pace with evolving requirements or sectoral complexities, we may face increased compliance costs or risk inadvertent violations, which could result in penalties or reputational damage.

21. The diamond trading industry is susceptible to global economic conditions and consumer demand patterns.

Our core diamond trading business is closely linked to luxury spending trends, which are typically cyclical and influenced by macroeconomic factors such as GDP growth, disposable income, inflation, and interest rates. A downturn in global or domestic economies, particularly in key markets such as the United States, Middle East, or Europe, may lead to reduced demand for discretionary items like diamonds. Geopolitical tensions, currency volatility, or trade barriers can also impact export volumes. Since our revenue is significantly dependent on this sector, any prolonged slowdown in global luxury demand may materially affect our financial results and inventory turnover. Diversification efforts may take time to offset such risks.

22. Our business is dependent on third-party suppliers for procurement of raw diamonds, and any disruption could impact operations.

Our Company relies on third-party suppliers, both domestic and international, for the procurement of raw or semi-finished diamonds. Disruptions in our supply chain due to factors such as supplier defaults, quality inconsistencies, logistics delays, or international trade restrictions could affect our ability to meet customer demand. Furthermore, supplier concentration or dependence on specific sourcing channels may limit our bargaining power or expose us to delivery risks. Although we strive to maintain diversified sourcing relationships, any interruption or deterioration in supplier performance could materially impact our inventory cycle, working capital, and revenues.

23. Our results of operations may be affected by seasonality and demand cycles in the diamond and jewellery industry.

The demand for diamonds often follows seasonal trends, especially during festive periods, weddings, and international holiday seasons. Consequently, our revenue and profitability may fluctuate across quarters depending on the timing of major events or retail buying cycles. An unexpected shift in consumer sentiment, postponement of purchase plans, or weaker festival demand may negatively impact sales in certain periods. Such seasonality also impacts our inventory planning, logistics, and cash flow cycles. Investors should consider that quarterly financial results may not be indicative of overall annual performance due to these inherent business patterns.

24. Our business depends on attracting and retaining skilled personnel with expertise in the diamond trade and regulatory compliance.

Our continued success relies heavily on the experience and industry knowledge of our key personnel involved in diamond sourcing, quality assessment, logistics, and client relationship management. Given the technical nature of the diamond business, it is essential to retain employees who understand industry-specific nuances such as grading, certification, and international procurement. Additionally, as a listed company, we are also required to maintain internal teams with expertise in corporate governance, SEBI regulations, and financial compliance. If we are unable to attract or retain such talent due to competitive hiring conditions, limited training infrastructure, or lack of growth opportunities, it may adversely affect our operational efficiency and compliance posture.

25. We may not be able to adapt quickly to digital transformation trends in the diamond trading ecosystem.

The diamond trade is gradually evolving to include digital B2B platforms, online tendering systems, and virtual marketplaces that require technical adaptability and investment in digital infrastructure. If we do not keep pace with such technological trends, we may lose competitive advantage to more agile players who leverage online trading, customer management systems, or digital certification processes. Moreover, limited adoption of digital tools may restrict our customer outreach, operational transparency, and internal efficiency. Although we are evaluating ways to improve our IT and digital presence, failure to adapt in a timely manner could result in missed business opportunities and reduced industry relevance.

26. We may not be able to maintain our listing on the BSE Limited, if we fail to meet applicable regulatory requirements post-Issue.

Our equity shares are listed on the BSE Platform, and our continued listing depends on meeting the minimum public shareholding norms and complying with applicable provisions of the SEBI ((LODR)) Regulations and other listing conditions. Any deviation from these norms, such as falling short of public float requirements, delayed filings, or failure to meet disclosure obligations, could lead to regulatory action or trading restrictions. If such a situation arises, it may affect investor confidence, reduce the liquidity of our shares, and limit our ability to raise capital in the future. We remain committed to maintaining compliance with all applicable listing requirements.

27. While there are no outstanding litigations currently, any future legal proceedings could adversely impact our Company.

As on date, there are no outstanding litigations involving our Company, Promoters, or Directors that could materially affect our business, financial condition, or reputation. However, like any business, we remain susceptible to potential legal actions that may arise in the future due to contractual disputes, employee matters, customer grievances, tax assessments, or regulatory inspections. Any such proceeding, if initiated and decided against us, may result in financial liabilities, adverse publicity, or operational delays. While we strive to maintain compliance and legal discipline, we cannot rule out the possibility of future legal or regulatory action.

28. Any downgrade in our financial or operational profile may affect our ability to raise funds or maintain vendor credit.

Our reputation with financial institutions, trade creditors, and strategic partners depends on consistent financial performance, compliance standards, and operational discipline. If we face significant losses, miss financial targets, or experience a drop in liquidity, it may lead to a perceived downgrade in our creditworthiness. This could result in unfavourable borrowing terms, reduced vendor credit, or loss of business opportunities. Even in the absence of formal credit ratings, market perception of our Company's financial health is critical. We remain committed to financial discipline, but unexpected downturns in core or new verticals may put pressure on our credit profile.

29. We have a wholly owned subsidiary engaged in the same line of business as our Company, which may limit potential strategic synergies and opportunities for external business support.

As on the date of this Draft Letter of Offer, our Company has one subsidiary, StarlinePS International Private Limited, whereas our Company is primarily engaged in pure trading activities. While the subsidiary offers potential for limited intercompany collaboration, the difference in business models limits the strategic and operational synergies typically found in vertically integrated or diversified business groups such as shared infrastructure, streamlined supply chains, cross-functional expertise, and broader brand positioning. As a result, our Company must independently manage its key functions, including sourcing, distribution, marketing, and business development, without significant support from the subsidiary. This may result in relatively higher costs and slower scalability when compared to entities that operate within more integrated group structures. However, we believe our focused trading model enables us to maintain operational agility and pursue targeted growth opportunities in a self-sustained manner.

30. Our historical financial performance may not be indicative of future results due to industry volatility and changing market conditions.

Our past financial statements primarily reflect revenue and cost patterns associated with diamond trading, which is influenced by factors such as global demand, raw diamond prices, currency exchange rates, and market liquidity. Given the cyclical and commodity-sensitive nature of our business, financial results may vary significantly across periods. Events such as geopolitical disruptions, global slowdown, or shifts in consumer spending can materially impact sales and margins. Accordingly, our historical performance may not accurately predict future outcomes. Prospective investors should consider these fluctuations and inherent uncertainties while evaluating our Company's financial condition and future prospects.

ISSUE RELATED RISK

31. Delays or inefficiencies in the application of proceeds from this Rights Issue could adversely impact our objectives.

Our Company intends to utilize the proceeds from the Rights Issue towards working capital, investments in subsidiaries, and business development initiatives. However, any delays in deployment, change in strategic priorities, or unforeseen regulatory hurdles could result in deviation from the stated objects of the Issue. Such a scenario may dilute the potential benefits expected from the funds raised and could adversely affect shareholder returns. We are establishing a structured monitoring process and internal audit mechanism to ensure timely and efficient use of proceeds, but there remains a risk of partial delays or operational bottlenecks.

32. If the Rights Issue is undersubscribed, our Company may not receive the full intended proceeds.

There is no assurance that the Rights Issue will be fully subscribed. In the event of under-subscription, we may receive lower-than-expected net proceeds, which could result in a shortfall in funding for our planned investments or working capital requirements. While our Promoters may subscribe to their entitlements and reserve the right to apply for additional shares, the participation of public shareholders will determine the final subscription level. A lower response may also affect market perception and investor confidence in our diversification strategy. We may need to re-prioritize or defer certain projects if the funds raised fall short.

33. There is no guarantee of an active trading market for the Rights Entitlements (REs) issued in this Rights Issue.

Eligible shareholders will receive Rights Entitlements (REs), which will be traded on the Bombay stock exchange during a specific window. However, the trading of REs depends on investor participation and demand, and may be limited or illiquid. If shareholders are unable to sell their REs due to low trading volumes, they may lose the opportunity to monetize their entitlements. Additionally, those who do not exercise or trade their REs during the window will see them lapse upon expiry, resulting in loss of value. We advise shareholders to take informed decisions during the RE trading period.

34. Our future profitability may be impacted by rising input costs and inability to pass them onto customers.

In our diamond business, the cost of procurement is influenced by global supply dynamics, currency fluctuations, and demand trends. Similarly, in our new verticals, costs related to content creation, technology platforms, and skilled personnel are substantial and growing. If we are unable to pass on such cost increases to our customers due to market competition or pricing constraints, our margins could be compressed. Input cost pressures, when combined with high fixed expenses in emerging segments, could adversely impact profitability. We continuously monitor input trends and pricing models, but external factors may limit our cost-control ability.

35. Any delay in receiving the Rights Issue proceeds could affect the timely execution of our planned activities.

We intend to deploy the proceeds of the Rights Issue for working capital, general corporate purposes, and other objectives as disclosed in the Draft Letter of Offer. However, there could be unforeseen delays in receiving the funds due to procedural, regulatory, or administrative reasons such as delays in share allotment, bank processing issues, or technical glitches on the stock exchange platform. Any such delay may hinder our ability to timely execute our business plans or manage ongoing obligations. This may also result in an increase in interim financing costs or disrupt vendor or customer commitments that are time-sensitive. There is no assurance that the Issue proceeds will be available for deployment as per the originally envisaged schedule.

36. The trading price of our Equity Shares may be volatile post-Issue and could impact investor returns.

Following the completion of this Rights Issue, our Equity Shares may experience price volatility due to factors such as market speculation, investor perception, changes in our business performance, or broader macroeconomic developments. The issuance of additional equity shares may also result in dilution, leading to an adjustment in the trading price. Although our Equity Shares are listed on the BSE Main Board, which typically offers higher liquidity than SME platforms, there can still be significant price fluctuations depending on market demand and investor behavior. Consequently, the market price of our Equity Shares post-Issue may not reflect the Rights Issue Price and could even fall below it, thereby affecting the effective return on investment for shareholders.

37. There is no guarantee that the deployment of Issue proceeds will result in proportionate improvement in our business performance.

While we have outlined specific objectives for the utilization of Rights Issue proceeds i.e. including meeting working capital needs and general corporate purposes there is no assurance that such deployment will directly enhance our revenue, margins, or operational capabilities. External market conditions, input cost fluctuations, or internal execution delays may reduce the effectiveness of the investments made using the proceeds. If our Company is unable to derive the expected return on capital employed, it may impact our financial ratios, valuation, and shareholder confidence despite successful completion of the Issue.

38. The Rights Issue may lead to equity dilution for shareholders who choose not to subscribe.

This Rights Issue is being made to existing shareholders on a rights basis, but there is no obligation for shareholders to participate. If any of our eligible shareholders choose not to subscribe to their full entitlement, their percentage shareholding in the Company will stand reduced upon allotment. Such dilution could impact their voting power and future dividend entitlements. Additionally, depending on post-Issue shareholding, promoter or public shareholding percentages may shift, which could influence overall governance dynamics or market perception.

39. Our digital platforms may be exposed to system failures, technical glitches, or cyberattacks.

Any disruption in our digital platforms whether due to software bugs, server overload, infrastructure failure, or malicious cyberattacks could result in service interruptions, data loss, and customer dissatisfaction. This may affect our reputation, lead to user attrition, or trigger regulatory scrutiny in the case of data breaches. We are in the process of implementing security protocols, backups, and firewalls, but emerging platforms are inherently more vulnerable during their initial stages. As our dependence on digital infrastructure increases, ensuring high uptime and cyber-resilience will be critical. Failure to secure platforms adequately may have adverse operational and financial consequences.

40. Any delay or failure in listing and trading of the Rights Equity Shares may limit investor liquidity.

Our Company will apply for listing and trading approval of the Rights Equity Shares on the BSE platform after allotment. However, there may be procedural, regulatory, or technical delays in obtaining listing approvals or activating trading on the exchange. Until such time, investors may not be able to sell or transfer their Rights Equity Shares, limiting liquidity and exit options. Moreover, any delay in listing may affect investor perception of the Company's compliance standards. Although we will take necessary steps to ensure timely listing, we cannot guarantee that trading will commence within the expected time frame.

41. Our investments in subsidiaries or associates may not yield expected returns and could require future financial support.

Our Company may use part of the Rights Issue proceeds to make investments in subsidiaries or strategic ventures aligned with our new business focus. However, these entities may still be in their early stages and may not have achieved profitability or commercial viability. If they underperform or face operational setbacks, we may be required to provide further financial assistance or write down the value of our investments. This could adversely affect our cash flows, net worth, and overall return on capital employed. We assess investment proposals carefully, but inherent risks of underperformance remain.

42. Our Promoters may subscribe to unsubscribed portions of the Rights Issue, which could result in increased control.

In the event of under-subscription to this Rights Issue, our Promoters may subscribe to additional Equity Shares beyond their entitlement or renounce to specific investor, subject to applicable laws. While this would ensure full or higher subscription to the Issue, it may result in an increase in their shareholding and voting power. This could potentially affect the balance of shareholding and influence key decision-making processes. Additionally, increased promoter holding may raise concerns among public shareholders regarding transparency and minority interest protection, especially in matters requiring shareholder approval.

43. We are exposed to foreign currency risks due to our import and export transactions.

Our diamond trading business involves both import of rough stones and export of polished diamonds, exposing us to fluctuations in foreign exchange rates. While we may adopt hedging practices, full coverage is not always feasible due to cost considerations or transaction timing. A sharp depreciation of the Indian Rupee could increase our procurement cost, while appreciation may reduce export realizations. Volatility in exchange rates can also affect our receivables, especially from international clients, and may lead to working capital mismatches. Our Company remains vigilant of forex trends but cannot eliminate all exposure to currency-related risks.

44. Our financial performance may vary significantly from quarter to quarter due to seasonality and market trends.

Revenue from our diamond business is typically higher during festival seasons and international peak demand periods such as holidays and wedding seasons. Consequently, our quarterly financial performance may show significant variation. Investors and stakeholders should not rely on one quarter's performance to assess annual results. Similarly, marketing campaigns or product launches in our digital verticals may temporarily increase revenues, but such spikes may not be sustainable. This seasonality and volatility may affect analysis of growth patterns, inventory planning, and working capital needs. We aim to diversify revenues across verticals to achieve better consistency over time.

45. Our dividend policy is subject to various internal and external factors, and we may not be able to pay dividends in the future.

While our Company may declare dividends based on future performance, there is no assurance of any dividend payout in a given financial year. Dividend decisions depend on profits available for distribution, current and projected capital requirements, reserves, liquidity position, and compliance with applicable laws. In years where we need to invest heavily in our expanding verticals or face lower profitability, we may conserve cash instead of distributing dividends. Additionally, any restrictions imposed by lenders or regulations may further affect our ability to declare dividends. Shareholders should not rely on dividend income while investing in our shares.

46. Our Company has not entered into any agreements to provide exit opportunities to investors.

We have not entered into any arrangements such as buyback commitments, put options, or assured exit mechanisms with respect to equity shareholders. The liquidity of our shares depends entirely on the trading volume and investor interest in the stock market. Any change in our business, earnings, or industry dynamics could affect such liquidity. Additionally, investors in our Rights Issue should note that the price of our shares may fluctuate post-Issue due to various market forces and there is no guaranteed exit route. We advise investors to make informed decisions based on their investment objectives and risk appetite.

47. There are restrictions on the transfer of Equity Shares acquired through this Rights Issue until listing.

Equity Shares issued pursuant to the Rights Issue will be listed only after successful completion of allotment procedures, corporate actions, and approvals from the BSE Limited. Until then, such shares may not be traded or transferred. Any attempt to transfer the shares before listing could be legally ineffective and may violate SEBI regulations. We urge investors to note the timelines involved and refrain from entering into any off-market arrangements until the listing process is complete. The Company will notify shareholders once trading approval is granted and the ISIN becomes active for transaction purposes.

48. Trading price of our Equity Shares may be volatile and could decline after the Rights Issue.

Post-Issue, the market price of our Equity Shares may not necessarily reflect our actual financial or operational performance. It may fluctuate due to several factors including market sentiment, performance of peer companies, investor perception, and global economic conditions. Additionally, dilution resulting from the Issue and market expectations of our new business verticals could affect share price in the short term. Any downward movement may lead to losses for investors, particularly those expecting capital appreciation. We do not offer any assurance on share price levels post-listing or post-allotment of Rights Issue shares.

49. Investors may face dilution of their ownership if they do not participate in the Rights Issue.

The Rights Issue is being made on a proportionate basis to existing shareholders. However, shareholders who choose not to subscribe to their entitlements, or are ineligible due to record date cut-off, will experience dilution of their shareholding. Their relative voting rights and percentage ownership in our Company will be reduced as a result of the increased equity base. This may affect their influence in shareholder decisions, and may also impact dividend entitlements in proportion to shareholding. We encourage eligible shareholders to carefully evaluate their entitlement and take timely action during the Issue period.

50. The Equity Shares offered in the Rights Issue will be subject to lock-in, if applicable under SEBI regulations.

Certain categories of shares issued under the Rights Issue may be subject to lock-in under SEBI ((ICDR)) Regulations, particularly in cases where Promoters or entities are subscribing in excess of their entitlements. If applicable, such lock-in provisions will prevent transfer of the shares for a defined period, even after listing. While this is not expected to affect public shareholders subscribing within their entitlement, investors should be aware of any applicable restrictions in their category. Full details of lock-in, if any, will be disclosed in the Draft Letter of Offer and basis of allotment.

51. Our ability to raise further capital in the future may be restricted by market conditions or regulatory constraints.

We may need to raise additional capital in the future for business expansion, acquisitions, or working capital. However, adverse market conditions, lack of investor appetite, or regulatory restrictions could limit our ability to do so. If we are unable to raise capital when needed, we may have to postpone strategic projects or rely more heavily on debt, which could affect our leverage and cash flows. Further, frequent equity issuances could dilute existing shareholding. While we plan capital raises judiciously, there is no assurance that future fund-raising will be successful or timely.

52. Our Company's performance depends significantly on the effectiveness of our leadership and senior management.

Our business success, particularly in new verticals, relies on the strategic direction and operational oversight of our key managerial personnel. Any resignation, prolonged absence, or loss of key members of our management team could disrupt execution of business plans and delay key decisions. Moreover, finding suitable replacements with relevant expertise may take time and may not guarantee continuity in approach. We are building a second layer of leadership and working on institutionalizing knowledge and processes, but dependence on senior leadership remains a key risk in a fast-scaling environment.

53. We have not obtained any credit ratings for this Rights Issue or for our Company's debt.

We have not appointed any credit rating agency for rating this Rights Issue or any instruments of our Company as of date. Investors will therefore need to rely on their own due diligence and assessment of our financial disclosures and business outlook when making investment decisions. Lack of a credit rating may limit participation from certain institutional or conservative investors. While not mandatory, credit ratings serve as an independent third-party view of financial stability, and absence of the same may impact the perception of risk. We may consider obtaining a rating in the future if required.

54. The marketability of our Equity Shares may be restricted by limited trading volumes on the Bombay stock exchange.

Our Equity Shares are listed on the BSE Main Board, which generally offers better visibility and higher trading volumes compared to SME platforms. However, there is no assurance that active or sustained trading will develop or continue. Factors such as investor sentiment, market conditions, and company-specific developments can still result in low liquidity or limited demand. Consequently, investors may face challenges in executing large trades without affecting the market price. Although post-Rights Issue we expect a broader shareholder base, this may not necessarily translate into significantly higher or stable trading volumes. Accordingly, limited marketability of our Equity Shares may impact the realizable value of investments, especially for larger shareholders.

55. *There are general risks associated with investing in equity shares.*

Investments in equity and equity-related securities involve a degree of risk, including possible loss of capital. Equity markets are volatile and impacted by economic, political, regulatory, and social developments. Even well-performing companies can see share price fluctuations based on market sentiment or external factors. Our Company's shares are subject to such systemic risks like any other listed equity security. Investors are advised to read all information in the Draft letter of offer carefully and consult their legal, financial, or tax advisors before making any investment decision in this Rights Issue.

56. *Investors will not receive Allotment of Rights Equity Shares in physical form. Rights Entitlements of shareholders holding shares in physical form may lapse if they do not provide their demat account details within the prescribed time.*

Investors will not have the option of getting the Allotment of Rights Equity Shares in physical form and the Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their Demat account to the Registrar. In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date shall lapse. Further, pursuant to a press release dated December 3, 2018, issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For details, refer chapter titled "Terms of the Issue- Procedure for Application by Eligible Equity Shareholders holding equity shares in physical form" beginning on page 65 of this Draft Letter of Offer.

EXTERNAL RISK FACTORS

57. *Our business may be adversely affected by changes in global or domestic economic conditions.*

Our Company's financial performance is closely linked to broader economic cycles, both in India and globally. A downturn in economic growth, whether due to inflation, rising interest rates, fiscal tightening, or recession in major export markets, can directly impact consumer demand, especially for discretionary products like diamonds. Additionally, global economic stress may reduce investments and delay spending in sectors where our new verticals operate. Such economic pressures may lead to a decline in sales volumes, lower realizations, delayed receivables, and strain on liquidity. We have limited control over such macroeconomic risks.

58. *Our business is exposed to risks arising from foreign exchange rate fluctuations.*

A portion of our revenue is derived from exports of polished diamonds, while our raw materials are also partially imported. This exposes our Company to the volatility of foreign exchange rates, particularly the INR-USD pair. Adverse currency movements can significantly affect our procurement costs, realization from exports, and working capital management. While hedging instruments are available, they do not eliminate all currency risk and may not be cost-effective for smaller transactions. Fluctuations in currency caused by global monetary policy, political events, or market speculation remain an ongoing risk for our operations.

59. *Natural calamities, extreme weather events, or pandemics may disrupt our operations and supply chains.*

Our business operations may be affected by unforeseen natural events such as floods, earthquakes, cyclones, or droughts, particularly in regions where our suppliers, customers, or warehouses are located. Such events can disrupt transportation, delay production and deliveries, and increase costs. Further, pandemics or public health crises like COVID-19 can lead to lockdowns, labour shortages, and logistical challenges. While we strive to maintain operational flexibility, our Company remains exposed to the adverse effects of such uncontrollable external events, which may cause loss of revenue, inventory damage, or supply chain gaps.

60. Regulatory changes, including taxation policies or sectoral rules, could impact our business.

Our operations are subject to numerous laws, including those relating to taxation, import-export, e-commerce, data privacy, and consumer protection. Any change in applicable tax rates, GST structure, customs duty, or introduction of sector-specific regulations—particularly in EdTech, AI, or pet-care sectors—may impact our cost structures and business models. We strive to stay compliant, but sudden or retrospective policy changes could increase our compliance burden, reduce margins, or delay new product launches. Such regulatory risks, beyond our control, are part of the external environment in which we operate.

61. We are exposed to industry cyclicality and changing consumer preferences, especially in the diamond sector.

The demand for polished diamonds and luxury products is cyclical and closely tied to consumer confidence, festivals, weddings, and global spending patterns. A shift in fashion trends or consumer preferences toward lab-grown diamonds or alternative materials may affect demand for natural diamonds. Similarly, changes in gifting trends, discretionary spending habits, or global sustainability preferences can impact long-term growth. These external changes in consumer behavior, influenced by social and economic shifts, may reduce demand for our core offerings and necessitate rapid adaptation by our Company.

62. Volatility in Indian capital markets may adversely impact our share price and ability to raise capital.

Indian capital markets are subject to fluctuations due to various macroeconomic, political, and global factors including inflation, interest rates, currency movements, and geopolitical developments. These factors can lead to increased market volatility, regardless of a company's performance or fundamentals. Even though our Equity Shares are listed on the BSE Main Board, adverse investor sentiment, market corrections, or reduced liquidity across the broader market could result in declines in our share price or reduced interest in our securities. This could limit our ability to raise capital in the future, affect our valuation, or constrain our participation in subsequent equity issuances. While our Company seeks to maintain strong fundamentals, it has no control over broader capital market conditions.

63. Adverse global trade conditions or supply chain disruptions could affect our diamond procurement and export.

The diamond sector relies heavily on a global supply chain, with rough diamonds sourced from various countries and polished stones exported worldwide. Trade restrictions, sanctions, shipping delays, or customs policy changes in any of these countries can impact our sourcing ability or export timelines. External shocks such as port congestion, labour strikes, or geopolitical tension (e.g., Russia-Ukraine war) may also disrupt supply. Our Company has limited influence over such global events but remains highly sensitive to changes in international trade dynamics.

64. Environmental regulations or sustainability norms may impact our traditional diamond business.

There is increasing global scrutiny of the environmental and ethical impact of diamond mining and trading. Regulators, customers, and certification bodies are placing more emphasis on traceability, ethical sourcing, and carbon footprint reporting. If stricter environmental regulations are introduced or if consumer preference shifts heavily towards lab-grown or certified ethical diamonds, it may affect demand for traditional diamonds. Our Company does not engage in mining but relies on sourcing from others. Any tightening of sustainability standards by governments or industry bodies may affect procurement choices and market acceptance.

SECTION III: INTRODUCTION

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, the sections entitled “Risk Factors”, “Capital Structure”, “Objects of the Issue” and “Financial Statements” beginning on 36, 39 and 55, respectively.

Summary of the Business of the Issuer

Our Company is engaged in the trading of precious metals, stones and jewellery. It primarily operates through a business-to-business (B2B) wholesale model, sourcing cut and polished diamonds and gold jewellery from domestic suppliers and distributing them to jewellery manufacturers, wholesalers, and retail stores, mainly in Gujarat. Our Company also maintains a retail presence and focuses on ensuring timely availability of quality products. It emphasizes ethical trading practices, transparency in operations, and building long-term client relationships.

Our Company was originally incorporated as L’avance Dirays Limited on April 26, 2011 as a company limited by shares under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The name of our Company was subsequently changed to Pure Giftcarat Limited on September 16, 2015, then to Starline Precious Stone Limited on October 22, 2019, and finally to StarlinePS Enterprises Limited on December 07, 2020. A fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The Corporate Identification Number of our Company is L36910GJ2011PLC065141. Our Company is currently listed on the BSE Limited (BSE) with the Scrip Code 540492.

Registered and Corporate Office	Registrar of Companies
Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat, India, 395007 Tel No: 7574999004 Email: info@starlineps.com ; Website: http://www.starlineps.com	Registrar of Companies, Gujarat, Dadra & Nagar Haveli, ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat. Tel. No.: 079-27437597 / 079-27438531 Fax No.: 079-27438371 E-mail: roc.ahmedabad@mca.gov.in

Registration Details

Company registration number with RoC	065141
Corporate Identification Number	L36910GJ2011PLC065141
Liability of the members of the Company	Limited by Shares
PAN	AACCL0014G
GST	24AACCL0014G1Z9

Chief Financial Officer and Company Secretary & Compliance Officer

Chief Financial Officer	Company Secretary and Compliance Officer
Hardikbhai Rajubhai Patel Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat, India, 395007 Tel No: 7574999004 Email: hardik.patel3284@gmail.com	Madhuriben Kishan Chhatrola Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat, India, 395007 Tel No: 7574999004 Email: info@StarlinePS.com

Intention and extent of participation by our Promoters with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s).

As on the date of this Draft Letter of Offer, our Promoters have confirmed that they will (i) subscribe to the full extent of their Rights Entitlements in this Issue, and may renounce such Rights Entitlements in favour of specific investor(s), provided such renunciation does not result in a breach of the minimum public shareholding requirements under applicable law, including Regulation 38 of the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957 (“SCRR”); and (ii) subscribe to the Rights Entitlements renounced in their favour by other shareholders, subject to the same conditions.

Further, our Promoters have confirmed their intention to (i) apply for additional Equity Shares, and (ii) subscribe to any Equity Shares that remain unsubscribed in the Issue, subject to compliance with applicable laws.

Any such specific investor(s), if applicable, shall be disclosed by way of a public advertisement at least two days prior to the Issue Opening Date.

The acquisition of Rights Equity Shares by our Promoters pursuant to this Issue shall be eligible for exemption from the obligation to make an open offer under Regulations 10(4)(a) and 10(4)(b) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. The proposed allotments shall not result in any change of control of our Company.

Our Company confirms compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law pursuant to this Issue.

Confirmation

Neither our Company, nor our Promoters or Directors are a willful Defaulter or a Fraudulent Borrower.

Summary of outstanding litigation and defaults

No Outstanding Litigation as on March 31, 2025.

THE ISSUE

The Issue has been authorized by way of resolution passed by our Board on June 27, 2025, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by our Board at its meeting held on [●].

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section entitled “*Terms of the Issue*” beginning on page 62.

Rights Equity Shares being offered by our Company	Up to [●]* Rights Equity Shares
Rights Entitlement for the Rights Equity Shares	[●] Rights Equity Share for every [●] Equity Shares held on the Record Date
Record Date	[●]
Face Value per Equity Share	₹ 1 each
Issue Price	₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share)
Dividend	Such dividend, as may be recommended by our Board and declared by our Shareholders, in accordance with applicable law
Issue Size	₹ 2,075.04 lakh*
Equity Shares issued, subscribed, paid-up and outstanding prior to the Issue	25,93,80,000 Equity Shares For details, see “ <i>Capital Structure</i> ” beginning on page 36.
Equity Shares outstanding after the Issue	[●] Equity Shares
Security Codes for the Equity Shares	ISIN for Equity Shares: INE594W01042 BSE: 540492
ISIN for Rights Entitlements	[●]
Terms of the Issue	For further information, see “ <i>Terms of the Issue</i> ” beginning on page 62
Use of Issue Proceeds	For further information, see “ <i>Objects of the Issue</i> ” beginning on page 39

*Assuming full subscription in the Issue. Subject to finalisation of Basis of Allotment.

For details in relation to fractional entitlements, see “*Terms of the Issue – Fractional Entitlements*” on page 62.

Terms of Payment

Due Date	Face Value (₹)	Premium (₹)	Total amount payable per Rights Equity Share (including premium) (₹)
On Application (i.e., along with the Application Form)	[●]	[●]	[●]

GENERAL INFORMATION

Our Company was originally incorporated as Lavance Dirays Limited on April 26, 2011 as a company limited by shares under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, Gujarat. The name of our Company was subsequently changed to Pure Giftcarat Limited on September 16, 2015, then to Starline Precious Stone Limited on October 22, 2019, and finally to StarlinePS Enterprises Limited on December 07, 2020. A fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, Gujarat for each of these changes. The Corporate Identification Number of our Company is L36910GJ2011PLC065141. Our Company is currently listed on the BSE Limited (BSE) with the scrip code 540492.

Statutory Auditor of our Company	Registrar to the Issue
<p>M/s Kansariwala & Chevli 2/1447, “UTKARSH” 1st Floor Opposite Sanghvi Hospital, Behind Centre Point, Civil Char Rasta, Umiya Nagar, Sagrampura, Surat – 395002, Gujarat, India Tel: 0261-236 4640, 0261-236 4641 E-mail: kansariwala_chevli@hotmail.com Firm Registration Number: 123689W Peer Review Certificate Number: 015136</p>	<p>Bigshare Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Phone No: 022 - 62638200 Email: investor@bigshareonline.com Website: www.bigshareonline.com</p>
Company Secretary and Compliance Officer	Bankers to the Issue
<p>Madhuriben Kishan Chhatrola Office No. 805, Solaris Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat, India, 395007 Tel No: 7574999004 Email: info@starlineps.com</p>	<p>ICICI Bank Limited Capital Market Division, 163, 5th Floor, HT Parekh Marg, Churchgate, Mumbai-400020 Tel No. – 022-68052182 Email: varun.badai@icicibank.com Website: www.icicibank.com Contact Person: Mr. Varun Badai SEBI Registration Number: INBI00000004 CIN: L65190GJ1994PLC021012</p>

Investor Grievances

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see “*Terms of the Issue*” beginning on page 62.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the Application Form, please refer to the above-mentioned link.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than UPI Bidders) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchange at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants (“CDP”)

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than UPI Bidders) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> as updated from time to time.

Issue Schedule

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date**	[●]
Last date for On Market Renunciation of Rights Entitlements #	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit of Rights Equity Shares (on or about)	[●]
Date of listing (on or about)	[●]

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

** Subject to RBI approval as detailed under Section VI: “Government Approvals and Licensing Arrangement on page 57.

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar at www.bigshareonline.com. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see “Terms of the Issue – Process of making an Application in the Issue” on page 62.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented thereat. For further details, see “Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 62.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

Credit Rating

As the Issue is of Equity Shares, there is no credit rating required for the Issue.

Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company has appointed Infomerics Valuation & Rating Limited to monitor the utilization of the Gross Proceeds in terms of Regulation 82 of the SEBI (ICDR) Regulations.

Email: iar@infomerics.com

Website: www.infomericsresearch.com

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

Book Building Process

As the Issue is a rights issue, the Issue shall not be made through the book building process.

Minimum Subscription

As our Promoter and Promoter Group members have expressed that they may renounce full or a part of their Rights Entitlement in favour of third parties as well, which are other than Promoter Group members or specific investor(s) and in the event of our Promoter and Promoter Group members decide to renounce their Right Entitlement in favour of third parties, the minimum subscription condition as stipulated under Regulation 86 (1) of the SEBI (ICDR) Regulations is applicable to the Issue. Further, the under-subscribed portion of the issue may also be allotted to any specific investor(s) recognised by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the issue opening date. The acquisition of Rights Equity Shares by our Promoters and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law.

Underwriting

This Issue is not underwritten.

Filing

This Draft Letter of Offer has been filed with BSE Limited for its approval. After the in-principle approvals from Stock Exchange are received, the Letter of Offer shall be filed with the Stock Exchange and with the Board for information and dissemination at its head office situated at:

Securities and Exchange Board of India

Corporation Finance Department,
Division of Issues and Listing,
Plot No. C4-A, "G" Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai -400 051,
Maharashtra, India

CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Draft Letter of Offer, prior to and after the proposed Issue, is set forth below:

Particulars	Aggregate Nominal Value (₹ in Lakhs)	Aggregate Value at Issue Price (₹ in Lakhs)
Authorized Equity Share capital		
37,00,00,000 (Thirty Seven Crore) Equity Shares of Face Value Re. 1 each.	₹3,700.00	-
Issued, subscribed and paid-up Equity Share capital before this Issue		
25,93,80,000 (Twenty Five Crore Ninety-Three Lakh Eighty Thousand) Equity Shares of Face Value of Re. 1 each.	₹2,593.80	-
Present Issue in terms of this Draft letter of offer^{(a) (b) (c)}		
[●] Issue of Rights Equity Shares, each at a premium of ₹[●] /- per Rights Equity Share, at an Issue Price of ₹[●] /- per Rights Equity Share	[●]	[●]
Issued, subscribed and paid-up Equity Share capital after the Issue		
[●] Equity Shares of Face Value of Re. 1 each.		[●]
Securities premium account		
Before the Issue		NIL
Rights Issue		[●]

Notes:

- (a) The present Issue has been authorized by the Board of Directors of the Company by a resolution passed in its meeting held on June 27, 2025;
- (b) As per Audited Standalone Financial Statements for the Financial year ended March 31, 2025;
- (c) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses;

NOTES TO THE CAPITAL STRUCTURE

1. History of the Share Capital of the Company

- (a) The following is the history of the Equity Share capital of our Company:

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature for allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹ in Lakhs)
April 26, 2011	60,000	10	10	Cash	Initial Allotment to the subscribers to the MOA	60,000	6.00
March 08, 2016	70,00,000	10	10	Cash	Private Placement	70,60,000	700.60
March 31, 2016	88,25,000	10	10	Cash	Rights Issue	1,58,85,000	1,588.50
May 04, 2017	57,30,000	10	13 (₹3 Premium)	Cash	BSE IPO Allotment	2,16,15,000	2,161.50
*November 04, 2020	NA	5 (from ₹10)	-	-	Split of Face Value	4,32,30,000	2,161.50 (No new Capital; Face Value adjusted)
*September 25, 2024	NA	1 (from ₹5)	-	-	Split of Face Value	21,61,50,000	2,161.50 (No new Capital; Face Value adjusted)

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature for allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹ in Lakhs)
September 26, 2024	4,32,30,000	1	-	Other than cash	Bonus Issue in 1:5 ratio (post-split)	25,93,80,000	2,593.80

* Pursuant to the approval of the shareholders at the 9th Annual General Meeting of the Company held on November 30, 2020, the face value of each Equity Share was sub-divided from ₹10 to ₹5 per share. Subsequently, the shareholders approved, by way of postal ballot on September 12, 2024, (i) a further sub-division of the face value of each Equity Share from ₹5 to ₹1, and (ii) a bonus issue in the ratio of 1 (one) Equity Share of ₹1 each for every 5 (five) Equity Shares of ₹1 each held, post sub-division.

2. The Equity Shares of our Company are fully paid-up as on the date of this Draft letter of offer.
3. At any given time, there shall be only one denomination of Equity Shares.
4. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
5. As on the date of this Draft letter of offer, our Company has not issued any special voting Rights Shares and there are no outstanding Equity Shares having special voting rights.
6. **Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares.**

As on the date of this Draft Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

7. **Details of stock option scheme of our Company**

As on the date of this Draft Letter of Offer, our Company does not have a stock option scheme.

8. **Intention and participation by the promoter and promoter group**

The Promoters of our Company, through their letter dated June 25, 2025, has confirmed that they intends to subscribe in part or to full extent of their Right Entitlements in this Issue and to the extent of the unsubscribed portion (if any) of this Issue and that they shall not renounce their Right Entitlements in accordance with the provisions of Regulation 86 of the SEBI ((ICDR)) Regulations.

The Promoter has confirmed that she intends to apply for and subscribe to the additional Rights Equity Shares and any Rights Equity Shares offered in the Issue that remains unsubscribed, subject to compliance with the minimum public shareholding requirements, as prescribed under and subject to compliance with the provisions of the Companies Act, the SCRR, SEBI (ICDR) Regulations, SEBI (LODR) Regulations, and SEBI (SAST) Regulations.

Any such subscription for Rights Equity Shares over and above the Rights Entitlement of the Promoters may result in an increase in their shareholding percentage in the Company. The allotment of Rights Equity Shares of the Company subscribed by the Promoters in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations. This Issue shall not result in a change of control of the management of our Company in accordance with the provisions of SEBI (SAST) Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

In case this Issue remains unsubscribed, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and in compliance with the applicable laws.

No person connected with this Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an application in this Issue, except for fees or commission for services rendered in relation to the Issue.

9. **Shareholding Pattern of our Company as per the last filing made with BSE Limited in compliance with the provisions of SEBI (LODR) Regulations**

The shareholding pattern of our Company as on March 31, 2025, i.e., per the last filing with BSE Limited in compliance with the provisions of SEBI (LODR) Regulations, which can be accessed on its website is specifically mentioned as follows:

Particulars of Statement showing shareholding pattern of	URL of BSE Limited's Website
The Company	https://www.bseindia.com/stock-share-price/StarlinePS-enterprises-ltd/starlent/540492/shareholding-pattern/
The Promoter and Promoter Group	https://www.bseindia.com/stock-share-price/StarlinePS-enterprises-ltd/starlent/540492/shareholding-pattern/
The Public shareholder	https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=540492&qtrid=125.00&QtrName=March%202025
The Non-Promoter – Non Public shareholder	https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=540492&qtrid=125.00&QtrName=March%202025
Disclosure by Trading Members (TM) holding 1.00% (One Percent) or more of the Total number of Equity Shares	https://www.bseindia.com/corporates/shpdrPerct.aspx?scripcd=540492&qtrid=125.00&CompName=StarlinePS%20Enterprises%20Ltd&QtrName=March%202025&Type=TM

Details of Equity Shares acquired by the Promoter and promoter group in the last one year to the filing of this Draft letter of offer.

Date of purchase/ Allotment	Mode	No of Shares	Rate	Amount
16-12-2024	Open Market Purchase	3000000	9.10	27300828.00
30-12-2024	Open Market Purchase	2513151	8.10	20351622.00
10-03-2025	Open Market Purchase	6466041	6.38	41254599.00
27-05-2025	Open Market Purchase	9546105	6.67	63711889.00
28-05-2025	Open Market Purchase	2482937	6.75	16768931.00
Total		24008234		

Details of Public shareholders holding more than 1.00% of the pre-Issue paid up capital of our Company as on date of this Draft letter of offer:

Category of shareholder	No. of shareholders	No. of fully paid-up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
Public - Resident Indians	4	55538079	55538079	21.41	55538079	21.41	55538079
Clearing Member - Domestic Companies	2	7200000	7200000	2.78	7200000	2.78	7200000
Corporate Bodies - Domestic Companies	1	14550000	14550000	5.61	14550000	5.61	14550000
Total	7	77288079	77288079	29.80	77288079	29.80	77288079

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

1. Funding working capital requirements of the Company;
2. Repayment/prepayment of all or certain of our borrowings availed of by our Company;
3. Payment to creditors; and
4. General corporate purposes.

(collectively referred to herein as the “**Objects**”)

The main objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable our Company to undertake our existing business activities, including the activities proposed to be funded from the Net Proceeds.

Net Proceeds

The details of the Net Proceeds are summarised in the table below:

(in ₹ lakhs)

Particulars	Estimated Amount
Issue Proceeds*	2,075.04
Less: Estimated Issue related expenses**	[•]
Net Proceeds**	[•]

* Assuming full subscription and Allotment of the Rights Equity Shares.

Utilization of the Net Proceeds

Our Company proposes to utilise the Net Proceeds in accordance with the details set out below:

(in ₹ lakhs)

Particulars	Amount
Funding working capital requirements of the Company	500.00
Repayment/prepayment of all or certain of our borrowings availed of by our Company	700.00
Payment to creditors	800.00
General corporate purposes*	[•]
Net Proceeds*	[•]

* Assuming full subscription and Allotment of the Rights Equity Shares. Further, the amount utilized for general corporate purposes shall not exceed 25% of the Issue Proceeds.

Proposed Schedule of Implementation and Deployment of Net Proceeds

The following table sets forth the details of the schedule of the expected deployment of the Net Proceeds:

(in ₹ lakhs)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment in Fiscal 2026
Funding working capital requirements of the Company	500.00	500.00
Repayment/prepayment of all or certain of our borrowings availed of by our Company	700.00	700.00
Payment to creditors	800.00	800.00
General corporate purposes*	[•]	[•]
Net Proceeds*	[•]	[•]

* Assuming full subscription and Allotment of the Rights Equity Shares. Further, the amount utilized for general corporate purposes shall not exceed 25% of the Issue Proceeds.

Our Company proposes to deploy the entire Net Proceeds towards the Objects during Fiscals 2026. However, if the Net Proceeds are not completely utilised for the Objects in the respective Fiscals due to various factors beyond our control, such as market conditions, economic and business considerations, business and other commercial considerations, etc., the remaining Net Proceeds would be utilised (in part or full) in subsequent Fiscals, subject to applicable law. Further, if additional funds are required for fulfilling the Objects, such requirement shall be met through internal accruals, additional capital infusion, debt arrangements or any combination of these methods, subject to compliance with applicable law.

Means of Finance

As per Regulation 62(1)(c) of the SEBI (ICDR) Regulations, firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue or through existing identifiable internal accruals, are only required in case of capital expenditure, which is not contemplated in the present Issue. Therefore, our Company is not required to make such firm arrangements of finance through verifiable means.

Details of the Objects

Details of the Objects to be funded from the Net Proceeds are set forth below:

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

1. Funding working capital requirements of the Company

Projected Working Capital Requirements and Utilization of Net Proceeds

Our Company proposes to utilize ₹500.00 lakhs from the Net Proceeds of the Rights Issue towards meeting its working capital requirements in Fiscal 2026. The remaining working capital requirement will be met through internal accruals and bank borrowings. The details of the existing and estimated working capital requirements are as under:

Existing Working Capital Requirements

(₹ in lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2025
A. Current Assets		
Inventories	38.28	2,391.00
Trade Receivables	-0.38	520.12
Cash & Cash Equivalents	1425.31	1,443.07
Short-term Loans and Advances	920.22	68.22
Other Current Assets	45.51	108.56
Total Current Assets (A)	2428.94	4,531.27
B. Current Liabilities		
Short-term Borrowings	-	-
Trade Payables	257.10	1,904.21
Provisions	75.17	132.53
Total Current Liabilities (B)	332.27	2,036.74
Net Working Capital (A - B)	2096.67	2,494.22

Note: Pursuant to the certificate dated June 27, 2025, issued by M/s Kansariwala & Chevli, Chartered Accountants, Surat, Statutory Auditor.

Projected Working Capital Requirements

(₹ in lakhs)

Particulars	as at 31st March 2026	as at 31st March 2027	as at 31st March 2028	as at 31st March 2029
A. Current Assets				
Inventories	2,571.00	4,321.00	6,531.00	8,291.00
Trade Receivables	5,050.00	3,400.00	1,400.00	750.00
Cash & Cash Equivalents	144.40	1,414.31	1,414.71	1,417.93
Short Term Loan and Advances	200.00	340.00	740.00	700.00
Other Current Assets	100.00	125.00	150.00	100.00
Total Current Assets (A)	8,065.40	9,600.31	10,235.71	11,258.93
B. Current Liabilities				
Short-Term borrowings	2,530.00	2,530.00	2,530.00	2,530.00
Trade payables	1,500.00	1,000.00	750.00	500.00
Provisions	127.94	187.53	199.50	412.54
Total current Liabilities (B)	4,157.94	3,717.53	3,479.50	3,442.54
Net working Capital (C)= (A-B)	3,907.46	5,882.78	6,756.21	7,816.39
(D) Existing Funding Pattern				
Internal Accrual/Borrowings	3,407.46	5,882.78	6,756.21	7,816.39
Fund raised for working capital through Rights Issue	500.00	-	-	-

Note: Pursuant to the certificate dated June 27, 2025, issued by M/s Kansariwala & Chevli, Chartered Accountants, Surat, Statutory Auditor.

Particulars [^]	For the years ended		
	31 st March, 2026	31 st March, 2027	31 st March, 2028
Inventory Days	107	120	120
Trade Receivable Days	168	75	21
Trade Payable Days	62	28	14
Working Capital Days	130	130	100

[^] Number of days are lower rounded off.

*Internal Accruals include funds raised from issue of shares, cash accruals for the year and short-term debt, if any.

The working capital projections made by the Company are based on certain key assumptions, as set out below:

Sr. No.	Particulars	Assumptions
Current Assets		
1	Inventories:	The Company aims to maintain efficient inventory levels to achieve cost competitiveness and shorter lead times. Its inventory includes rough diamonds, finished cut & polished diamonds, gold bars, gold jewellery, and both lab-grown rough and polished diamonds. Historically, average inventory holding was around 84 days during FY 2023 to FY 2025. With planned operational expansion and capacity addition, the Company aims to maintain average inventory holding at approximately 148 days for FY 2026, FY 2027, and FY 2028 to ensure adequate availability and support expected growth.
2	Trade receivables	Historically, the Company maintained trade receivable days between 10 to 25 days, aligned with typical credit periods in the gemstone trading business. However, due to year-end delays and non-prompt payments as of March 2025 and May 2026, the projected receivable cycle is expected to be around 207 days

Sr. No.	Particulars	Assumptions
		(FY 2026), 117 days (FY 2027), and 40 days (FY 2028). The Company's strategy to extend credit to customers is aimed at strengthening relationships and driving sales growth.
3	Other current assets including short term loans and advances	This head includes security deposits, advances to suppliers, cash and bank balances, and balances with government authorities.
Current Liabilities		
4	Short term borrowings	Comprise loans from banks, financial institutions, directors, and related parties, primarily for working capital requirements.
5	Trade payables	Trade payables averaged 139 days during FY 2024 and FY 2025. The Company intends to stabilize trade payable days around 43 days going forward, to benefit from supplier discounts and improved terms. Trade payables primarily relate to purchases of raw materials in the ordinary course of business.
6	Other current liabilities	Include provisions, statutory dues, salary payables, security deposits payable, and accrued expenses.
Sr. No.	Particulars	Assumptions
Current Assets		
1	Inventories:	The Company aims to maintain efficient inventory levels to ensure cost competitiveness and reduced lead times. Its inventory comprises raw materials, finished goods, and packing materials. Historically, the average inventory holding was around 64 days for the fiscal years ending March 2023 to 2025. With plans to expand operations and add capacity, the Company intends to maintain average inventory holding at approximately 30 days for FY 2026, FY 2027, and FY 2028 to ensure timely availability of materials and support anticipated growth.
2	Trade receivables	Historically, the Company's trade receivable days ranged from 10 months to 1.25 years, considering the typical credit period in the export of medicines. The estimated trade receivable cycle is projected to be around 250 days for FY 2026, FY 2027, and FY 2028. While the normal trade receivable cycle in the pharmaceutical business is around 5 to 6 months, the elevated receivable period as on March 2025 and May 2025 is due to delays in customer payments near year-end. As most sales are exports, customers generally take longer to make payments, resulting in a longer receivable cycle compared to domestic sales. The Company's strategy of offering extended credit terms is expected to strengthen customer relationships and support sales growth.
3	Other current assets including short term loans and advances	This head includes security deposits, advances to suppliers, cash and bank balances, and balances with government authorities.
Current Liabilities		
4	Short term borrowings	Short term borrowings consist of loans taken from bank and other financial institutions, including loans from directors and other related parties.
5	Trade payables	Trade payables primarily represent amounts payable for the purchase of raw materials and other goods. The Company historically operated with a higher payable cycle, but intends to rationalize this in the interest of improving vendor relationships and availing early payment discounts. The trade payable days are projected to reduce to 62 days in FY 2026, 28 days in FY 2027, and 14 days in FY 2028, reflecting the Company's strategy to negotiate favourable terms and enhance overall profitability.
6	Other current liabilities	Other current liabilities include provisions, statutory dues, salaries payable, security deposits payable, and other accrued expenses. These liabilities are expected to grow proportionately with business expansion and remain within controlled thresholds.

Our Company proposes to utilize ₹500.00 lakhs of the Net Proceeds in Fiscals 2026, respectively, towards our working capital requirements. The balance portion of our working capital requirement shall be met from internal accruals and working capital facilities.

2. Repayment/prepayment of all or certain of our borrowings availed of by our Company

Our Board in its meeting dated June 27, 2025 took note that an amount of ₹700.00 Lakhs is proposed to be utilized for repayment/ prepayment of certain borrowings availed by our Company from the Net Proceeds. Our Company has entered into financial arrangements with South Indian Bank. As on June 27, 2025, the aggregate outstanding secured borrowings of our Company, is ₹ 751.20 Lakhs. Our Company proposes to utilise an estimated amount of ₹700.00 Lakhs from the Net Proceeds towards part or full repayment and/or pre-payment of borrowings availed by us. Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary after payment of due instalments. In light of the above, at the time of filing the DLOF, the table below shall be suitably updated to reflect the revised amounts or loan as the case may be which have been availed by us. We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs assist us in maintaining a favourable debt-to-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future. The details of the outstanding loans of our Company, as on May 31, 2025, which are proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below.

Name of Lender	Nature of Borrowing	Tenure	Date of Sanction	Date of Disbursement	Amount Sanctioned (₹ in Lakhs)	Amount Outstanding as on May 31, 2025 (₹ in Lakhs)	Purpose	Prepayment Penalty / Condition
The South Indian Bank	OD against Deposit	Repayable on demand	28/05/2025	30/05/2025	1,200.00	751.20	General workworn capital purpose	Pre -Payment penalty/pre-closure charges is 4 % by own funds. Takeover by other bank/FIs is 3%.

3. Payment to creditors

Our Company proposes to utilize a portion of the Net Proceeds of the Issue amounting to ₹800.00 lakhs towards payment of outstanding dues to creditors. These dues have arisen in the ordinary course of business operations and include amounts payable to suppliers of raw materials, service providers, and other operational creditors.

The payment to creditors will enable our Company to improve its liquidity position, strengthen relationships with key vendors and suppliers, and support uninterrupted business operations. This utilization is expected to result in enhanced credit terms and operational efficiencies, thereby contributing to better working capital management.

A Statutory Auditor's Certificate dated June 27, 2025, issued by M/s Kansariwala & Chevli, Chartered Accountants, Surat, Statutory Auditor, vide UDIN 25032429BMLYED5729 certifying the outstanding creditors amount and confirming that the said liabilities have been incurred in the normal course of business, has been obtained. Further, our Company has outstanding towards creditors is ₹2,009.00 lakhs as on June 27, 2025.

The details of the outstanding creditors proposed to be paid from the Net Proceeds, including names of creditors, amounts due, aging profile, and materiality threshold adopted for disclosure, are provided in the chapters titled "Objects of the Issue" and "Material Contracts and Documents for Inspection" of this Draft Letter of Offer/Letter of Offer.

4. General corporate purposes

(collectively referred to herein as the "Objects")

Our Company proposes to utilise the remaining Net Proceeds aggregating to an estimated amount of ₹ [●] lakh towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI (ICDR) Regulations. The general corporate purposes for which our Company proposes to utilize the Net Proceeds include payment of lease expenses, payments of fees to consultants and advisors, employee' salaries and related expenses, and meeting exigencies and other administrative expenses, as may be approved by the Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law.

Estimated Issue expenses

The estimated issue expenses are as follows:

Particulars	Amount (₹ in Lakhs)	% of Total Issue Expenses	% of Total Issue Size (₹2,075.04 Lakhs) #
Registrar to the Issue (RTA) Fees	5.00	10.00%	0.24%
Legal and Consultancy Fees	7.00	14.00%	0.34%
Advertisement Expenses	8.50	17.00%	0.41%
Printing, Stationery, Postage, Emailing Costs	6.00	12.00%	0.29%
Miscellaneous Expenses	3.00	6.00%	0.15%
Stock Exchange Application Fees	10.00	20.00%	0.49%
NSDL / CDSL Connectivity and Processing Charges	10.50	21.00%	0.51%
Total Estimated Issue Expenses *^	50.00	100.00%	2.44%

* Subject to finalisation of Basis of Allotment and Allotment of the Rights Equity Shares. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the subscription amount to the Rights Equity Shares.

^ Excluding taxes

Assuming full subscription.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft letter of offer, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board.

Monitoring Utilization of Funds from the Issue

Our Company has appointed Infomerics Valuation & Rating Limited the Monitoring Agency for the Issue to monitor the utilization of the Gross Proceeds.

Strategic or financial partners

There are no strategic or financial partners to the Objects of the Issue.

Appraising entity

None of the objects for which the Net Proceeds will be utilized have been appraised by any agency or any financial institution.

Other confirmations

No part of the proceeds of the Issue will be paid by our Company to our Promoters, our Directors or our Key Managerial Personnel or Senior Management.

Our Promoters and our Directors do not have any interest in the objects of the Issue and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, Key Managerial Personnel, Senior Management or associate companies (as defined under the Companies Act, 2013).

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
STARLINEPS ENTERPRISES LIMITED,
Office No. 805, Solaris Bay View,
Near Iscon Mall, Piplod,
Surat-395007, Gujarat, India

Dear Sirs,

Sub: Statement of possible special tax benefits available to StarlinePS Enterprises Limited (“the Company”) and its shareholders under direct and indirect tax laws

We refer to the proposed Rights Issue of equity shares (the “Offer”) of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the “**Taxation Laws**”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2026-2027 relevant to the financial year 2025-26 for inclusion in the Draft Prospectus (“DP”) for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR) Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

- The Company or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DLOF for the proposed Rights Issue which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

For Kansariwala & Associates
Chartered Accountants
Firm's Registration No. – 123689W

H.B. Kansariwala
Partner
Membership No.: 032429
UDIN: 25032429BMLYEB7488

Place : SURAT
Date : 27/06/2025

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

Direct Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2025 i.e., applicable for Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India

A. SPECIAL TAX BENEFITS TO THE COMPANY

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has not applied section 115BAA for the assessment year 2025-26.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Indirect Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

A. SPECIAL TAX BENEFITS TO THE COMPANY

There are no special tax benefits available to the Company under GST law.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

SECTION IV: ABOUT OUR COMPANY

OUR MANAGEMENT

The general supervision, direction and management of our Company, its operations, affairs and business are vested in the Board, which exercises its power subject to the Memorandum and Articles of Association of our Company and the requirements of the applicable laws. The Articles of Association of our Company provide that the number of directors shall not be more than fifteen (15). The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and is governed by the Articles of Association of our Company, the relevant directions issued by the RBI, and the SEBI (LODR) Regulations.

As on the date of this Draft Letter of Offer, our Company has 6 (six) Directors on our Board. We have 4 (four) Independent Directors and 2 (two) Executive Directors.

The following table provides details regarding our Board as of the date of filing this Draft Letter of Offer:

Name, Designation and DIN	Date of birth (“DOB”) and Age in years	Address	Date of Appointment/ Re-appointment	Date of expiration of current term	Details of other Directorships
Shwetkumar Dhirajbhai Koradiya Designation: Chairman and Managing Director DIN: 03489858 Occupation: Business	DOB: July 23, 1988	Flat No. 7/E, Wing B, Anjan Salaka Complex, Near Lal Bungalow, Jain Temple, Athwalines, Surat-395007	July 01, 2022	June 30, 2025	Indian Companies: <ul style="list-style-type: none"> • Pure-Leela Limited Foreign Companies: NIL
Hardikbhai Rajubhai Patel Designation: Whole Time Director DIN: 08566796 Occupation: Service	DOB: January 18, 1993	146, Choki Faliyu, Moti Ved, Ved Road, Surat-395004, Gujarat	July 01, 2020	June 30, 2025	Indian Companies: StarlinePS International Private Limited Foreign Companies: NIL

Name, Designation and DIN	Date of birth (“DOB”) and Age in years	Address	Date of Appointment/ Re-appointment	Date of expiration of current term	Details of other Directorships
Jenish Ashok Bhavsar Designation: Non Executive Independent Director DIN: 08264511 Occupation: Business	DOB: July 13, 1987	69-70, Apnagar Society, Opp. Tekrawala School, Palanpur Patiya, Rander Road, Surat-395009, Gujarat	November 03, 2023	November 02, 2028	Indian Companies: NIL Foreign Companies: NIL
Neha Saurabh Patel Designation: Non Executive Independent Director DIN: 08851139 Occupation: Self Employed	DOB: April 06, 1988	4/4480, Khangad Sheri, Begampura, Surat-395003, Gujarat	July 01, 2021	June 30, 2026	Indian Companies: NIL Foreign Companies: NIL
Yashkumar Sarjubhai Trivedi Designation: Non Executive Independent Director DIN: 09281016 Occupation: Service	DOB: July 31, 2000	C/65, F No - 2, Samrpan Soc., Behind Jasvanti Nagar, Adajan, Surat-395009, Gujarat.	August 23, 2021	August 22, 2026	Indian Companies: • StarlinePS International Private Limited Foreign Companies: NIL

Name, Designation and DIN	Date of birth (“DOB”) and Age in years	Address	Date of Appointment/ Re-appointment	Date of expiration of current term	Details of other Directorships
Hiral Vinodbhai Patel Designation: Non Executive Independent Director DIN: 09719512 Occupation: Professional	DOB: February 08, 1990	4, Beniwal Banglow, Opp Rohini Nagar, Peth Road, Panchvati, Nashik- 422003	September 01, 2022	August 31, 2027	Indian Companies: <ul style="list-style-type: none"> • Madhav Infra Projects Limited • Hemo Organic Limited • Easy Pay Limited Foreign Companies: Nil

- (1) *Shwetkumar Dhirajbhai Koradiya was originally appointed as a Director on April 26, 2011.*
- (2) *Hardikbhai Rajubhai Patel was originally appointed as a Director on July 01, 2020.*
- (3) *Jenish Ashok Bhavsar was originally appointed as a director on November 03, 2018.*

OUR SUBSIDIARY

StarlinePS International Private Limited			
Particulars	Description		
CIN	U32112GJ2024PTC156035		
Company / LLP Name	StarlinePS International Private Limited		
ROC Code	ROC Ahmedabad		
Registration Number	156035		
Company Category	Company limited by shares		
Company Sub-Category	Non-government company		
Class of Company	Private		
Authorised Capital (Rs)	10,00,000		
Paid up Capital (Rs)	10,00,000		
Face Value of Equity Shares	Rs. 10 each		
Date of Incorporation	25/10/2024		
Registered Address	Office No. 805, Solaris, Bay View, Near Iscon Mall, Piplod, Surat, Nizar, Gujarat, India, 395007		
Email ID	international@StarlinePS.com		
Promoter Shareholders Details	Name of the Promoter Shareholders	Number of equity shares held	Percentage of equity shares held
	StarlinePS Enterprises Limited	99,999	100%
Directors Details	Name of the Director	DIN	Date of Appointment
	Hardikbhai Rajubhai Patel	08566796	25/10/2024
	Yashkumar Sarjubhai Trivedi	09281016	
Details of Charges	Name of the Lender	-	
	Nature of Borrowing	-	
	Date of Sanction	-	
	Amount sanctioned (₹ in 000)	-	
	Rate of interest	-	
	Outstanding amount as on the date of the Draft letter of offer (₹ in lakhs)	-	

Financial Statements	Particulars	Audited Financial Statements for March 31, 2025 (₹ in lakh except equity share data)
	Equity Share Capital	10.00
	Net-Worth	9.46
	Total Income	0.00
	Profit/ (loss) after tax (excluding comprehensive income/ (loss))	(0.54)
	Basic and Diluted EPS	0.54
	Net asset value per Equity Share	0.54
	Total borrowings (Including current and non-current borrowings)	0.00

SECTION V: FINANCIAL INFORMATION FINANCIAL STATEMENTS

S. No.	Particulars	Website link
1.	The Audited Financial results of our Company for the quarter and financial year ended March 31, 2025.	https://www.starlineps.com/Investors-Relations/Financial-Results/20-21/Intimation_Financial%20Results%20as%20on%20March-2025.pdf

(The remainder of this page is intentionally left blank)

SUMMARY OF FINANCIALS

The following table provides a brief summary of the financials for the year ended March 31, 2025 and March 31, 2024, derived from the Audited Financial Statements, respectively, of our Company:

(Amount in Rs. lakh)

Particulars	March 31, 2025	March 31, 2024
Total Income	7,478.79	3,030.87
Net profit / loss before tax and extraordinary items	876.21	247.91
Net profit / loss after tax and extraordinary items	657.53	179.11
Equity Share capital	2,593.80	2,161.50
Net worth	3,285.19	2,627.65
Basic earnings per equity share <i>(in Rs.)</i>	0.25	0.41
Diluted earnings per equity share <i>(in Rs.)</i>	0.25	0.41
Net asset value per equity share <i>(in Rs.)</i>	1.27	6.08
Return on net worth (%)	20.01%	6.81%

**Face Value of Equity Shares as on March 31, 2025 is Rs. 1 and as on March 31, 2024 is Rs. 5.*

SECTION VI: GOVERNMENT APPROVALS AND LICENSING ARRANGEMENT

GOVERNMENT AND OTHER APPROVALS

Our Company is engaged in the business of diamond trading and, in this regard, we have obtained all material consents, licenses, permissions and approvals from the relevant regulatory authorities, the Government of India, and other governmental agencies necessary for our existing business operations and to undertake the Issue. These approvals may require periodic renewal, and we make timely applications for such renewals, as applicable. Further, in the event of any change in our business structure or operations, additional approvals or permissions may be required to ensure continued compliance with applicable legal and regulatory requirements.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on June 27, 2025, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act.

This Draft Letter of Offer has been approved by our Board of Directors pursuant to its resolution dated June 27, 2025. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors at its meeting held on [●].

The Board of Directors, in its meeting held on [●] has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders, at ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ 2075.04 lakh* and the Rights Entitlement as [●] Rights Equity Share for every [●] fully paid-up Equity Share, held as on the Record Date.

* Assuming full subscription in the Issue and subject to finalisation of the basis of allotment.

Rationale for the Issue Price:

[●]

Our Company has received in-principle approvals from BSE in accordance with Regulation 28(1) of the SEBI (LODR) Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their letters dated [●]. Our Company will also make applications to BSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI (ICDR) Master Circular.

Our Company has been allotted the ISIN: [●] for the Rights Entitlements to be credited to the respective demat accounts of Allottees. For details, see “*Terms of the Issue*” beginning on page 62.

Prohibition by SEBI or Other Governmental Authorities

Our Company, our Promoters and our Directors have not been and are not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Further, our Promoters and our Directors are not promoter(s) or director(s) of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Directors are associated with the securities market in any manner. Further, there is no outstanding action initiated by SEBI against any of our Directors, who have been associated with the securities market.

Neither our Promoters nor any of our Directors are declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Equity Shares have not been suspended from trading as a disciplinary measure, during the last three years immediately preceding the date of filing of the Draft letter of offer.

Our Company, our Promoters or our whole-time directors have neither received any show-cause notice issued by the Board or the adjudicating officer in a proceeding for imposition of penalty nor there have been any prosecution proceedings which have been initiated by the Board, except as follows:

Nil

Prohibition by RBI

Neither our Promoters nor any of our Directors have been declared a Wilful Defaulter or Fraudulent Borrower or Fugitive Economic Offender.

Eligibility for the Issue

Our Company is a listed company incorporated under the Companies Act, 1956 (now governed by the provisions of the Companies Act, 2013, as amended from time to time). The Equity Shares of our Company are presently listed on BSE Limited (“BSE”). Our Company is eligible to undertake this Rights Issue in accordance with the provisions of Chapter III and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

Compliance with Regulations 61 and 62 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Our Company is in compliance with the conditions specified under Regulations 61 and 62 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable. In compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made the necessary applications to BSE Limited for the issuance and listing of the Rights Equity Shares. BSE has granted its in-principle approval for listing of the Rights Equity shares to be issued pursuant to this Issue, BSE is the Designated Stock Exchange.

Compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Except as disclosed below, Our Company is in compliance with the Equity Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for a period of the last three years immediately preceding the date of filing of this Draft Letter of Offer.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Relevant financial year	Status
1	System-driven Disclosures in Securities Market upto two levels below CEO of a Company	2022-23	Pursuant to requirement of Circular, the Company has not submitted requisite information in time to Designated Depository
2	Reg. 295(1) of ICDR Regulations - implementation of the bonus issue (i.e. commencement of trading) within a period of two months from the date of meeting of Board of Directors of the Company approving the bonus issue	2024-25	Fine of Rs. 40,000/- imposed on the Company by BSE Limited Requisite penalty was paid by the Company.

CAUTION

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of the Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in the Draft letter of offer. You must not rely on any unauthorized information or representations. The Draft letter of offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Disclaimer with respect to jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Surat, Gujarat, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Letter of Offer is as under:

[●]

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” AS DEFINED IN AND IN RELIANCE ON REGULATION “S” UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS DRAFT LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Draft letter of offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who purchases or sells Rights Entitlements or makes an application for Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Draft letter of offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the purchase or sale of Rights Entitlements, it will not be, in the United States and is authorized to purchase or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with the Listing Agreements and the SEBI (LODR) Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI circular no. CIR/OIAE/2/2011 dated June 3, 2011, and shall comply with the SEBI circular bearing reference number SEBI/HO/OIAE/CIR/P/2023/156 dated September 20, 2023, and any other circulars issued in this regard. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Further, pursuant to SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), the SEBI has established a common ODR Portal for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

Our Company has a Stakeholders' Relationship Committee which meets at least once in a financial year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with our Company Secretary and Compliance Officer.

The investor complaints received by our Company are generally disposed of within 21 days from the date of receipt of the complaint. Further our Company, has addressed all of the investor's complaints received for the quarter ending March 31, 2025.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), email address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see "Terms of the Issue" beginning on page 62.

The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East)
Mumbai – 400093
Phone No : 022 - 62638200/210
Email : investor@bigshareonline.com
Website : www.bigshareonline.com

Company Secretary and Compliance Officer

Madhuriben Kishan Chhatrola is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

Madhuriben Kishan Chhatrola
Office No. 805, Solaris Bay View,
Near Iscon Mall, Piplod,
Surat, Nizar, Gujarat,
India, 395007
Tel No: 7574999004
Email: info@starlineps.com

Other Confirmations

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI (ICDR) Regulations read with the SEBI (ICDR) Master Circular, Investors proposing to apply in this Issue can apply only through ASBA or by any other mode which may be notified by SEBI.

Investors are requested to note that Application in this Issue can only be made through ASBA or any other mode which may be notified by SEBI.

Please note that our Company has, as per the advice of the Registrar, opened two separate demat accounts on 01/07/2025, namely STARLINEPS ENTERPRISES LIMITED - Right Issue Escrow Entitlement Demat Account (for Rights Entitlements in respect of physical shareholders) and STARLINEPS ENTERPRISES LIMITED - Unclaimed Securities Suspense Account (for unclaimed shares and cases under Regulation 39 of SEBI (LODR) Regulations) (“Demat Suspense Account”), and would credit Rights Entitlements on the basis of the Equity Shares: (a) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI (LODR) Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation is lying in escrow account; or (b) where credit of the Rights Entitlements has returned/reversed/failed for any reason; or (c) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account(s) on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account(s) by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are requested to provide relevant details (such as applicable regulatory approvals, Form ISR1, ISR-2 with original cancelled cheque (if signature does not matched with our record), ISR-4 (if shares are under unclaimed suspense account) self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, i.e., by [●] to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along

with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

Overview

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, the SEBI (ICDR) Master Circular and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Bombay Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

Intention of the Company to Allot the Under-Subscribed Portion

Our Company proposes to allot the under-subscribed portion of the Rights Issue, if any, to the following specific investors, subject to availability.

Investors have confirmed their intention to subscribe to such under-subscribed portion in accordance with Regulation 84(1)(f)(ii) read with Regulation 77B of the SEBI (ICDR) Regulations, 2018 and shall be updated.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

Pursuant to the requirements of the SEBI (ICDR) Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or redistributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 91.

The Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

Investors can access this Draft Letter of Offer, the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Rights Equity Shares under applicable laws) on the websites of:

- A. our Company at www.starlineps.com ;
- B. the Registrar at www.bigshareonline.com;
- C. the BSE Limited at www.bseindia.com

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, in case shares held in physical mode or contact with their Depository participant in case shares held in demat mode, Eligible Equity Shareholders should visit www.bigshareonline.com.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date). The link for the same shall also be available on the website of our Company at www.starlineps.com.

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Draft letter of offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft letter of offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with Bombay Stock Exchange. Accordingly, Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, such Issue Materials must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is outside the United States and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

This Draft Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

A. *In accordance with Regulation 76 of the SEBI (ICDR) Regulations, the SEBI (ICDR) Master Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.*

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts. Please see “Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 76 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- ii) the requisite internet banking.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB

B. *Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “Grounds for Technical Rejection” on page 72. Our Company the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.*

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI (ICDR) Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements and such Investors shall not utilise the Application Form for any purpose including renunciation even if it is received subsequently. For details, see “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 67.

C. *Options available to the Eligible Equity Shareholders*

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to in the Issue.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- a. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- b. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

- c. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- e. renounce its Rights Entitlements in full: or
- f. in case of Promoters, renouncement of their Rights Entitlements can be made in favour of Specific Investors.

D. *Making of an Application through the ASBA process*

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's for Investors applying through ASBA:

- a. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- c. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f. Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

- g. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

- a. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.
- c. Do not send your physical Application to the Registrar, the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSB's), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- d. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- e. Do not submit Application Form using third party ASBA account.
- f. Avoiding applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.
- g. Do not submit Multiple Application Forms.

E. *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI (ICDR) Regulations in case of non-receipt of Application Form as detailed above. In such cases of non- receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or Bombay Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of SEBI (ICDR) Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- a. Name of our Company, being STARLINEPS ENTERPRISES LIMITED;
- b. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

- c. DP and Client ID in which RE held;
- d. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- e. Number of Equity Shares held as on Record Date;
- f. Allotment option – only dematerialised form;
- g. Number of Rights Equity Shares entitled to;
- h. Number of Rights Equity Shares applied for within the Rights Entitlements;
- i. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j. Total number of Rights Equity Shares applied for;
- k. Total Application amount paid at the rate of ₹ [●] per Rights Equity Share;
- l. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- o. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales - Representations, Warranties and Agreements by Purchasers” on page 91, and shall include the following:

“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act, or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation “S” to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation.

I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Draft Letter of Offer titled “Restrictions on Purchases and Resales” on page 91.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation ‘S’, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/ We acknowledge that the Company their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

F. *Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form*

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI (ICDR) Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and/or whose demat account details are not available with our Company or the Registrar, shall be credited in the Demat Suspense Account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date; and
- c. The remaining procedure for Application shall be same as set out in the section entitled “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 67.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the Demat Suspense Account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner as set out in the section entitled “*Basis of Allotment*”.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted.

Additional general instructions for Investors in relation to making of an Application

- a. Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section entitled “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 67.
- d. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange.
- e. Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar.
- f. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income Tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- g. Ensure that the Demographic Details such as address, PAN, DP ID, Client ID, bank account details and occupation are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, or Registrar shall be liable to compensate the Investor for any**

losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- h. By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j. Investors should provide correct DP ID and Client ID/ folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l. All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective Depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m. Investors are required to ensure that the number of Rights Equity Shares applied for by them does not exceed the prescribed limits under the applicable law.
- n. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- q. Do not pay the Application Money in cash, by money order, pay order or postal order.
- r. Do not submit Multiple Applications.
- s. An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020, FDI Policy and the FEMA Rules, as amended.
- t. Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated February 13, 2020, and press release dated June 25, 2021, and September 17, 2021.

G. Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- a. DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- b. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar/ Depository.
- c. Sending an Application to our Company, Registrar, Bankers to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f. Account holder not signing the Application or declaration mentioned therein.
- g. Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- h. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- k. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Draft letter of offer.
- m. Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- n. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- o. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- p. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- q. Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r. Application from Investors that are residing in U.S. address as per the depository records.
- s. Applicants not having the requisite approvals to make Application in the Issue.
- t. RE not available in DPID on Issue Closing Date.

- ii. IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

H. ***Multiple Applications***

In case where multiple Applications are made using same demat account in respect of the same set of Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors, and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications may be treated as multiple applications and are liable to be rejected or all the balance shares other than Rights Entitlement will be considered as additional shares applied for, other than multiple applications submitted by any of our Promoters to meet the minimum subscription requirements applicable to this Issue as described in the section entitled "*Summary of the Draft Letter of Offer–Intention and extent of participation by our Promoters with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s)*" on page 30.

I. ***Procedure for Applications by certain categories of Investors***

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial

Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

Applications will not be accepted from FPIs in restricted jurisdictions.

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lakhs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lakhs.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as

Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any Allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws. As per the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized Bombay Stock Exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants.

Further, in accordance with press note 3 of 2020, the the FDI Circular 2020, FDI Policy has been amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors, or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Bombay Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in the section entitled “*Basis of Allotment*” on page 84.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor applying through ASBA facility may withdraw their Application post the Issue Closing Date. In case of Specific Investor in whose favour Promoters have renounced their Rights Entitlement and the Specific Investors have made an application for subscribing to the Rights Entitlement, then no withdrawal of such application will be allowed.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board or a committee thereof reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within four Working Days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

A. Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., www.bigshareonline.com by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date). The link for the same shall also be available on the website of our Company (i.e., www.starlineps.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the Demat Suspense Account to the BSE after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the Demat Suspense Account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat by sending ISR1, ISR-2 (in case signature not matched with RTA record), ISR-4 with copy of PAN, original Cancelled cheque (name of 1st shareholder should be printed on it), Copy of CML (client master) to RTA in original. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI (ICDR) Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form and (ii) a demat suspense escrow account (namely, STARLINEPS ENTERPRISES LIMITED - Unclaimed Securities Suspense Account) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the Investor Education and Protection Fund Authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI (LODR) Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

A. Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

B. Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Bombay Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

C. Procedure for Renunciation of Rights Entitlements

During the Renunciation Period, the Eligible Equity Shareholders may renounce the Rights Entitlements credited to their respective demat accounts, either in full or in part (a) by making an On Market Renunciation; or (b) by making an Off Market Renunciation. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share) shall be payable on Application.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

• *On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Bombay Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI (ICDR) Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Bombay Stock Exchange under ISIN: INE594W01042 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Bombay Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE, under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

• *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the Depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Under the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of the Issue such as face value, Issue Price, Rights Entitlement, see “*Terms of the Issue*” beginning on page 62.

A. Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

B. Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the BSE Limited and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue, shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

C. Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the BSE Limited. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company will apply for in-principle approval from the BSE. Our Company will apply to the Bombay Stock Exchange for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 540492), under the ISIN: INE594W01042. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the BSE Limited. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Bombay Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four Working Day of receipt of intimation from the BSE Limited, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four Working Day after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of such period, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

D. *Subscription to this Issue by our Promoters*

For details of the intent and extent of subscription by our Promoter, see “*Summary of Draft Letter of Offer – Intention and extent of participation by our Promoters with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s)*” on page 30.

E. *Rights of Holders of Equity Shares of our Company*

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to receive surplus on liquidation;
- c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d. The right to free transferability of Rights Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and
- f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL TERMS OF THE ISSUE

A. *Market Lot*

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

B. *Joint Holders*

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

C. *Nomination*

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

D. *Arrangements for Disposal of Odd Lots*

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

E. *Restrictions on transfer and transmission of shares and on their consolidation/splitting*

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant this Issue. However, the Investors should note that pursuant to the provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

F. *Notices*

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, Our Company will send through email and speed post, this Draft Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid email address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is situated).

This Draft Letter of Offer and the Application Form shall also be submitted with the BSE Limited for making the same available on their websites.

G. *Offer to Non-Resident Eligible Equity Shareholders/Investors*

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue rights equity shares to non-resident equity shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at rightsissue@bigshareonline.com. It will be the sole responsibility of the Investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

This Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the BSE Limited. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003, issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to rightsissue@bigshareonline.com.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

VIII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[•]
ISSUE OPENING DATE	[•]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS[#]	[•]
ISSUE CLOSING DATE*	[•]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF CREDIT (ON OR ABOUT)	[•]
DATE OF LISTING (ON OR ABOUT)	[•]

[#] Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board or the Securities Allotment and Transfer Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, *i.e.*, [●] to enable the credit of the Rights Entitlements by way of transfer from the Demat Suspense Account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the afore mentioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (*i.e.* www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (*i.e.*, www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- A. Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- B. Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares.

Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- C. Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- D. Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis having due regard to the number of Rights Entitlement held by them as on Issue Closing Date and in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- E. Allotment to any specific investor(s) disclosed by our Company in terms of the SEBI (ICDR) Regulations before opening of the Issue, provided there is surplus available after making full Allotment under (a), (b), (c) and (d) above

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

X. ALLOTMENT ADVICE OR REFUND / UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations, if applicable, or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in Demat Suspense Account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within one Working Day from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at such other rate as specified under applicable law from the expiry of such period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

XI. PAYMENT OF REFUND

A. Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- a. Unblocking amounts blocked using ASBA facility.
- b. National Automated Clearing House (“**NACH**”) is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (MICR) code wherever applicable from the Depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

- c. National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- d. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- e. RTGS – If the refund amount exceeds ₹ 2,00,000/-, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
- f. For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- g. Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

B. Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within two days from the Issue Closing Date or such other timeline in accordance with applicable laws.

A. RECEIPT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

- a. Tripartite agreement dated February 18, 2017 amongst our Company, NSDL and the Registrar to the Issue; and
- b. Tripartite agreement dated January 31, 2017, amongst our Company, CDSL and the Registrar to the Issue.

B. INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

- a. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- b. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- c. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
- d. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
- e. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification. Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
- f. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, on their registered email address or through physical dispatch.
- g. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- h. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
- i. Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two clear Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XIII. IMPERSONATION

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakh or one percent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10 lakh or one percent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50 lakh or with both.

XIV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

MINIMUM SUBSCRIPTION

The object of the Issue involves (i) funding the Working Capital requirements of the Company; (ii) Repayment of Loan; and (iii) general corporate purposes.

Further, our Promoters have confirmed that they will subscribe to the full extent of their Rights Entitlements and that they shall not renounce their Rights Entitlements subject to the aggregate shareholding of our Promoters being compliant with the minimum public shareholding requirements under the SCRR and the SEBI LODR Regulations.

Further, the promoters shall subscribe the under subscribed portion, if any, in term of Regulation 90(d) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is applicable to this Issue. Any participation by our Promoters and Promoter Group, over and above their Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law.

XV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- A. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- B. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within the time limit specified by SEBI.
- C. The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- D. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within fifteen days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- E. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

- F. No further issue of securities shall be made till the Equity Shares offered through this Draft Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 97 of SEBI (ICDR) Regulations.
- G. Adequate arrangements shall be made to collect all ASBA Applications.
- H. As on date, our Company does not have any convertible debt instruments.
- I. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVI. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

- A. Please read the Draft letter of offer carefully before taking any action. The instructions contained in the Application Form, Draft letter of offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
- B. All enquiries in connection with this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed “[●]” on the envelope and postmarked in India) to the Registrar at the following address:

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,

Mahakali Caves Road, Andheri (East) Mumbai – 400093

Phone No : 022 - 62638200

Email : rightsissue@bigshareonline.com

Website : www.bigshareonline.com

Contact Person: Mr. Abhishek Payare

Investor Grievance Email: investor@bigshareonline.com

SEBI Registration Number: INR000001385

CIN: U99999MH1994PTC076534

- C. In accordance with SEBI (ICDR) Master Circular, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at www.bigsharesonline.com Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties: 022 - 62638200
- D. The Investors can visit following link for below mentioned purposes:
 - a. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com;
 - b. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com;
 - c. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com; and
 - d. submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.bigshareonline.com;

This Issue will remain open for a minimum seven days. However, our Board or the Securities Allotment and Transfer Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will not be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs through the FDI Circular 2020 (defined below).

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The FDI Policy consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until the DPIIT issues an updated circular. Further, the sectoral cap applicable to the sector in which our Company operates is 73% which is permitted under the automatic route

The Government has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, OCBs have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for the issue as an incorporated non-resident must do so in accordance with the FDI Policy and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations. Investors are cautioned to consider any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer.

RESTRICTIONS ON PURCHASES AND REALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with BSE and submitted to the SEBI for information and dissemination.

Pursuant to the requirements of the SEBI (ICDR) Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India except in accordance with applicable law.

This Draft Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on Regulation “S” under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit the Letter of Offer into the United States at any time.

SECTION VIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts and documents which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the contracts and documents referred to hereunder, may be inspected at the Registered Office and Corporate Office between 10 a.m. and 5 p.m. on all working days and will also be available on the website of our Company from the date of the Draft letter of offer until the Issue Closing Date. Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to info@starlineps.com.

A. Material Contracts for the Issue

1. Registrar Agreement dated June 27, 2025, between our Company and the Registrar to the Issue.
2. Tripartite Agreement dated February 18, 2017 entered into among our Company, NSDL and the Registrar to the Issue.
3. Tripartite Agreement dated January 31, 2017 entered into among our Company, CDSL and the Registrar to the Issue
4. Monitoring Agency Agreement dated June 27, 2025, between our Company and the Monitoring Agency.
5. Banker to the Issue Agreement dated [●], 2025 between our Company, Registrar and the Bankers to the Issue.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended to date.
2. Certificate of Incorporation dated April 26, 2011, issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
3. Consents of our Directors, Company Secretary and Compliance Officer, Bankers to the Issue, the Registrar to the Issue, and the Monitoring Agency, for inclusion of their names in the Draft Letter of Offer to act in their respective capacities.
4. Resolution of our Board of Directors dated June 27, 2025, in relation to this Issue.
5. Resolution of our Board of Directors dated June 27, 2025, approving and adopting the Draft Letter of Offer.
6. Resolution of our Board of Directors dated [●], approving terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters
7. Resolution of our Board of Directors dated [●], approving and adopting the Letter of Offer.
8. Annual Reports of our Company for the Financial Years 2025 and 2024.
9. In-principle listing approval dated [●] issued by BSE.
10. Copy of Prospectus dated April 17, 2017 by our Company for public issue of up to 57,30,000 secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 10/- (Issue Price ₹ 13) each for an amount up to ₹ 744.90 lakhs.
11. Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time, if so required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

s/d

Shwetkumar Dhirajbhai Koradiya
DIN: 03489858
Chairman & Managing Director

Date: June 27, 2025

Place: Surat

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

s/d

Hardikbhai Rajubhai Patel
DIN: 08566796
Whole Time Director & CFO

Date: June 27, 2025

Place: Surat

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

s/d

Jenish Ashok Bhavsar
DIN: 08264511
Independent Director

Date: June 27, 2025

Place: Surat

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

s/d

Neha Saurabh Patel
DIN: 08851139
Independent Director

Date: June 27, 2025

Place: Surat

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

s/d

Yashkumar Sarjubhai Trivedi

DIN: 09281016

Independent Director

Date: June 27, 2025

Place: Surat

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

s/d

Hiral Vinodbhai Patel

DIN: 09719512

Director

Date: June 27, 2025

Place: Surat